



■ TEL. : 022 - 6825 2525  
■ FAX : 022 - 2405 7708  
■ E-Mail : info@naxparlab.com  
■ Visit us at: www.naxparlab.com  
■ CIN No. : L36912MH1982PLC027925

**Parnax Lab Ltd.**  
(Formerly Known as Krishna Deep Trade & Investment Ltd.)  
114, BLDG. NO. 8, JOGANI IND. COMPLEX,  
SION-CHUNABHATTI, MUMBAI - 400 022. INDIA

**Date: 06<sup>th</sup> September, 2023**

To,  
The Department of Corporate Service  
**BSE Limited**  
Department of Corporate Service  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Fort,**  
**Mumbai - 400 001**

**Ref: Parnax Lab Limited**

**Script Code: 506128**

**Subject: Annual Report for the Financial Year 2022-23**

Dear Sir / Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Please find enclosed the 41<sup>st</sup> Annual Report of the Company for the Financial Year 2022-23 which is also being sent through electronic mode to those Shareholders of the Company whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent.

Annual Report for the financial year 2022-23 is also available on the website of the Company i.e. [www.naxparlab.com](http://www.naxparlab.com).

Kindly take the above information for your records.

Thanking You.

Yours Faithfully,

**For Parnax Lab Limited**

**PREET  
VIJAY  
KUKREJA**

Digitally signed by  
PREET VIJAY  
KUKREJA  
Date: 2023.09.06  
17:18:28 +05'30'



**Preet Kukreja**  
**Company Secretary & Compliance Officer**  
**ACS No.: 56761**

**Encl: As above**



# **Parnax Lab Limited**

**41<sup>st</sup>**

**Annual Report  
2022 - 2023**



# Parnax Lab Limited

## Board of Directors:

Mr. Prakash M Shah (DIN 00440980)	: Director & CEO
Mr. Baiju M Shah (DIN 00440806)	: Managing Director & CFO
Mrs. Ami M Shah (DIN 03101049)	: Women Director
Mr. Tirunillai V Anantharaman (DIN 07147028)	: Independent and Non-Executive Director
Mr. Vinayak B Desai (DIN 03185850)	: Independent and Non-Executive Director
Mr. Yogesh Varia (DIN 09186184)	: Independent and Non-Executive Director
Mr. Harish S. Panpalia	: Additional Director (Independent and Non-Executive Director) (w.e.f. 11th August, 2023)

## Company Secretary and Compliance Officer

Ms. Preet Kukreja

## Internal Auditor

M/s. P S D & Associates  
Chartered Accountants  
FRN - 004501C

## Statutory Auditors:

M/s. C.N.Patel & Co.  
Chartered Accountants  
FRN - 112552W

## Secretarial Auditor

M/s HSPN & Associates LLP

## Bankers:

State Bank of India  
Apna Sahakari Bank Limited

## Registered Office

Gala 114, Building no. 8,  
Jogani Industrial Complex,  
Chunabhatti, Mumbai - 400022  
Tel.: 022-68252525 | www.naxparlab.com  
CIN: L36912MH1982PLC027925

## Registrar and Share Transfer Agent

M/s Link Intime India Private Limited,  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai - 400083  
Tel.: 22 4918 6000 | Fax: 022-49186060  
www.linkintime.co.in |  
Email- rnt.helpdesk@linkintime.co.in  
CIN: U67190MH1999PTC118368

## Listing of Equity Shares:

BSE Limited, 25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PARNAX LAB LIMITED WILL BE HELD ON FRIDAY, 29TH DAY OF SEPTEMBER, 2023 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited annual accounts for the year ended March 31, 2023, along with notes thereon as on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Baiju Shah (DIN: 00440806), who retires by rotation and being eligible offers himself for Re-appointment.

### SPECIAL BUSINESS:

3. To approve the Material Related Party Transactions and in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION:**

#### **Material Related Party Transaction(s) with Naxpar Pharma Private Limited**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 & such other Rules as may be applicable to the Company and in terms of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment thereof), the Company's Related Party Transaction Policy (as amended from time to time) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2023-24 and for the next financial year 2024-2025 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2024 (maximum validity of 15 (fifteen) months), with the below mentioned Related Parties of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties are on arm's length basis and in the ordinary course of business:

Sr. No.	Name of the Related Parties	Nature, Material terms monetary value and particulars of the contract or Arrangement.	Duration of Contract/ arrangement/ transactions	Name of the Director or KMP who is related, if any	Nature of Relationship
1.	Naxpar Pharma Private Limited	Sales and Purchase of Materials Value: Not exceeding to Rupees 5 Crore	01st April 2022 to 31st March 2023	1.Mr. Prakash Mahasukhlal Shah 2. Mr. Baiju Mahasukhlal Shah 3. Mrs. Ami Mihir Shah	Subsidiary Company
2.	Naxpar Pharma Private Limited	Interest on Loan Paid Value: Not exceeding to Rupees 25 Lakhs	01st April 2022 to 31st March 2023	1.Mr. Prakash Mahasukhlal Shah 2.Mr. Baiju Mahasukhlal Shah 3. Mrs. Ami Mihir Shah	Subsidiary Company



**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized on the said behalf) be and are hereby authorised to do all such acts, deeds, and things, including approving any amendments and alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**4. Appointment of Mr. Harish S. Panpalia (DIN: 10275561) as Non-Executive Independent Director of the Company.**

To Consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Harish S. Panpalia (DIN: 10275561)** who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 11th August, 2023, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company and who is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company, on the Board of the Company to hold office for a term upto 5 (five) consecutive years from the date of appointment i.e. 11th August, 2023 to 10th August, 2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution.”

**For and on behalf of the Board  
of Parnax Lab Limited**

Sd/-

**Prakash M. Shah  
Director and CEO  
(DIN 00440980)**

**Date : 11th August, 2023  
Place : Mumbai**

**Registered Office:**  
Gala No. 114, Bldg. No. 8,  
Jogani Industrial Complex,  
Chunabhatti, Mumbai-400022.  
**CIN: L36912MH1982PLC027925**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business at Sr. 3, & 4 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director under item no. 5 of the Notice, is also annexed.
2. Pursuant to General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022 and 28th December, 2022 respectively (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2CMD2/P/ CIR/P/2023/4- dated 12th May, 2020, 15th January, 2021, 13th May, 2022, and 5th January, 2023 (collectively referred to as "SEBI Circulars") respectively issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members has been permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require the physical presence of the Members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to hs@hspnassociates.in with copies marked to the Company at compliance@naxparlab.com and to its RTA at instameet@linkintime.co.in.
5. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Notice of the 41st Annual General Meeting of the Company along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website www.naxparlab.com and also on website of the Stock Exchanges i.e BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. The Register of Members and the Share Transfer Books of the Company will be closed from **Saturday, 23rd September 2023 to Friday, 29th September 2023 (Both days inclusive)** for the purpose of the Forty One Annual General Meeting of the Company.
8. Since the 41st AGM will be held through VC/OAVM, the route map is not annexed.
9. Members are requested to:
  - i) Register their email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or has not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

    - a) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.
    - b) In the case of Shares held in physical mode: The shareholder may please email to RTA at rnt.helpdesk@linkintime.co.in or the Company at compliance@naxparlab.com



c) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- ii) Intimate the Registrar and Share Transfer Agents, M/s. Link Intime India Pvt Ltd, for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
- iii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
- iv) SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website <https://www.naxparlab.com/>. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

- v) Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).

10. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

11. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on [compliance@naxparlab.com](mailto:compliance@naxparlab.com). Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the members at the time of AGM.

12. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. The Members who hold shares in physical mode and have not registered their e-mail address may register their email ids with the Company / Registrar and Transfer Agent (Link Intime India Private Limited) to enable the Company to send Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form).

15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited, Company's Registrar and Transfer Agent for assistance in this regard.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

16. Consolidation of Shares under one folio

The Company would urge shareholders holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio, and the folio under which all shareholdings should be consolidated. Share certificates need not be sent.

17. The Members who hold shares in physical mode and have not registered their e-mail address may register their email ids with the Company / Registrar and Transfer Agent (Link Intime India Private Limited) to enable the Company to send Notices of General Meeting / Postal Ballot, Annual Report and other shareholders communication by electronic mode.

18. Members are requested to support this Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form)

19. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

**20. Voting through electronic means (Remote E-voting):**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).
- ii. The remote e-voting period commences on Tuesday, 26th September, 2023 (9:00 a.m. IST) and ends on Thursday, 28th September, 2023 (5:00p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22nd September, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL e-voting platform for voting thereafter.
- iii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd September, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v. The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
- vi. The Company has appointed Mr. Prakash Naringrekar, Designated Partner of M/s. HSPN & Associates LLP, Practising Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.naxparlab.com/> and on the website of LI IPL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.
- ix. The Resolution shall be deemed to be passed on the date of AGM i.e. September 29, 2023 subject to receipt of sufficient votes.





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**INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM**

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.



**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “Company” and ‘Event Date’ and register with your following details:
    - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

➤ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).<sup>2</sup>

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company mentioning their name, demat account no./folio no., email id, mobile no. at [complianc@naxparlab.com](mailto:complianc@naxparlab.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Annexure**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.  Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

## Annexure

Details of the Directors seeking appointment/re-appointment at the 41st Annual General Meeting Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

<b>I</b>	<b>Name of Director</b>	Mr. Baiju Shah	Mr. Harish Sunderlal Panpalia
<b>II</b>	<b>DIN</b>	00440806	10275561
<b>III</b>	<b>Date of First Appointment</b>	07.12.2010	11.08.2023
<b>IV</b>	<b>Qualification</b>	Graduate	Masters
<b>V</b>	<b>Shareholding of Director in the Company as March 31, 2023</b>	1329261	Nil
<b>VI</b>	<b>Directors Inter-se relationship</b>	Brother of Prakash Mahasukhlal Shah Father-in-Law of Ami Mihir Shah	-
<b>VII</b>	<b>Years of experience</b>	35+	39+
<b>VIII</b>	<b>Name of Company</b>	Parnax Lab Limited	Parnax Lab Limited
<b>IX</b>	<b>Directorship held in other companies (including the Company) as on March 31, 2023</b>	Naxpar Pharma Private Limited and Parnax Lab Limited	Nil
<b>X</b>	<b>Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	Nil	Nil
<b>XI</b>	<b>Names of the listed entities from which the person has resigned in the past three years</b>	Nil	Nil

**Explanatory Statement in Respect of The Special Business Pursuant to Section 102 Of the Companies Act, 2013, The Sebi (Listing Obligation and Disclosure Requirements) Regulations, 2015 And Secretarial Standard-2 On General Meetings**

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Special Businesses as mentioned in Item No. 3, and Item No. 4, in the accompanying Notice dated 11th August, 2023, and forms part of the Notice.

**Item No. 03:**

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), a transaction with related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed company or 1000 Crore, whichever is less, as per the last audited financial statements. Further, SEBI Listing Regulations provides that all material related party transactions shall require prior approval of the shareholders through resolution, and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further, in terms of the recent amendments in SEBI Listing Regulations, effective from April 1, 2022, the definition of related party transactions has been amended to include the transactions entered into by a subsidiary of the listed company with any related party of the listed company or related party of such subsidiary company. Further, if such transaction(s) during a financial year exceeds the Materiality Limit of the listed company, the same shall also require prior approval of Audit Committee & shareholders of the listed company.

Naxpar Pharma Private Limited is Subsidiary Company of the Parnax Lab Limited and consequently related party of Parnax Lab Limited. Parnax Lab Limited is entering into transaction related to purchase and sales of material and Interest on Laon transaction with Naxpar Pharma Private Limited. These transactions not only help smoothen business operations for both companies but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

The management of Parnax Lab Limited has provided the Audit Committee with the details of proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with Naxpar Pharma Private Limited for an aggregate value not exceeding Rs. 5 crore for the transaction w.r.t. the purchase and sales of Material and 25 Lakhs for a transaction like Interest on Loan to Naxpar Pharma Private Limited on Loan Taken during FY 2023-24. The existing orders were placed with Naxpar Pharma Private Limited on an arm's length basis. The Audit Committee has noted that the said transactions with Naxpar Pharma Private Limited will be on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, the Board recommends the Ordinary Resolution at Item No. 3 for approval by the Members.

Except Mr. Prakash Shah, Mr. Baiju Shah, Mrs. Ami Mihir Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.03. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of this resolution.

**Item No. 04:**

The Board of Directors of the Company had appointed Mr. Harish S. Panpalia as an Additional Director of the Company with effect from 11th August, 2023, for the period of 5 years, subject to the approval of members.

A brief profile of the Mr. Harish S. Panpalia, to be appointed is given in the table above on "Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting".

In the opinion of the Board, the appointment of Harish S. Panpalia as a Non-Executive Independent Director of the Company shall benefit the Company immensely.

Accordingly, the Board recommends the Special Resolution at Item No. 4 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

**For and on behalf of Board**

**Sd/-  
Prakash Shah  
Director & CEO  
(DIN 00440980)**

**Place: Mumbai**

**Date: 11th August, 2023**

To,  
RTA  
Unit: Parnax Lab Ltd,

**Add- Updation of Shareholding Information**

I/We request you to record the following information against my/our Folio No:

**General Information:**

<b>Folio No:</b>	
<b>Name of the first Named Shareholder:</b>	
<b>PAN: *</b>	
<b>CIN/Registration No.: *</b> (applicable to Corporate Shareholders)	
<b>Tel No. with STD Code:</b>	
<b>Mobile No.:</b>	
<b>Email Id:</b>	

**\*Self-attested copy of the Document(s) enclosed**

<b>Bank Details:</b>	
<b>IFSC:</b> (11 Digit)	
<b>MICR:</b> (9 Digit)	
<b>Bank A/c Type:</b>	
<b>Bank A/c No.:</b>	
<b>Name of the Bank:</b>	
<b>Bank Branch Address:</b>	

**\*A blank cancelled cheque is enclosed to enable verification of bank details**

I/We hereby declare that the Particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/we undertake to inform any subsequent changes in the above details shall be maintained till I/We held the securities under the above mentioned Folio No. /beneficiary account.

**Place:**

**Date:**

**Signature of Sole / First holder**





## DIRECTORS' REPORT

To,

**The Members of  
Parnax Lab Limited.**

Your Directors have pleasure in presenting the 41<sup>st</sup> Annual Report together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2023.

### 1. FINANCIAL RESULTS:

The financial performance of the Company for the financial year ended March 31, 2023 is summarised below:-

**(Standalone basis)**

**(Rs. in '000)**

Particulars	For the year ended on 31 <sup>st</sup> March, 2023	For the year ended on 31 <sup>st</sup> March, 2022
<b>Revenue from Operations</b>	<b>7,47,38.00</b>	<b>7,14,98.89</b>
Profit/ (Loss) before Depreciation and Tax	1,69,47.18	82,45.03
Less: Depreciation	677.94	446.78
Tax Expenses	4,222.84	2,383.22
Net Profit/ (Loss) for the year	12,046.39	5,415.03
Add. Profit & Loss A/c Bal of Previous year	(96,907.57)	(102,322,60)
<b>Appropriations:</b>		
Proposed Dividend	Nil	Nil
Dividend Distribution Tax – on Proposed Dividend	N.A.	N.A.
Transfer to General Reserve	Nil.	Nil
<b>Balance c/fd to Balance Sheet as at 31.03.2023</b>	<b>(84,861.18)</b>	<b>(96,907.57)</b>

### 2. STATEMENT OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

During the Financial Year, your Company has registered the revenue from operations on standalone basis is **Rs. 7,47,38.00** as compared to previous years Revenue is **Rs. 7,14,98.89**. The Company is hopeful to improve the result in coming years.

### 3. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company and its Subsidiary is prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'). The Audited Consolidated Financial Statements together with the Auditor's Report thereon form part of the Annual Report of the Holding Company. The Annual Financial Statements of the Company and related detailed information will be made available to Members seeking information till the date of the AGM.

### 4. DEPOSITORY SYSTEM:

Your Company's equity shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL). As on March 31, 2023, all 0.38% shares of the Company are in Physical Mode, pending for dematerialization.

### 5. DIVIDEND:

Management is of the view that profit be plough back into the business, so as to strengthen the financial position of the Company in coming years. This step would allow a Company in achieving self-sufficiency and reduce dependence on borrowed funds in near future; hence your Directors do not recommend a dividend for the Financial Year ended on 31<sup>st</sup> March, 2023.

**6. SHARE CAPITAL:**

Pursuant to the Special Resolution passed in the Extra-Ordinary General Meeting held on January 31, 2022, the Authorised Share Capital of the Company was increased to Rs. 13,00,00,000 (Rupees Thirteen Crore Only) divided into 1,30,00,000 equity shares of Rs. 10/- each.

Further, in the Board Meeting held on March 22, 2022, the Board allotted 29,80,750 warrants convertible into equivalent equity shares to Promoter and Promoter Group on Preferential Basis at an issue price of Rs. 43.50 (including Premium of Rs. 33.50 per warrant).

Out of total 29,80,750 warrants issued, 13,10,000 warrants were converted into equivalent Equity Shares on March 30, 2022, and 16,70,750 warrants were converted into equivalent Equity Shares on July 01, 2022, pursuant to exercise of conversion option by Promoters and Promoter Group. All the warrants are converted and exercised during the year.

The Company's paid up capital now stands to Rs. 11,48,56,160/- (Rupees Eleven Crores Forty -Eight Lakhs Fifty- Six Thousand One Hundred and Sixty Only) pursuant to exercise of conversion option by Promoters and Promoter Group.

The paid-up Equity share capital as on March 31, 2023, was Rs. 11,48,56,160/- (Rupees Eleven Crores Forty -Eight Lakhs Fifty- Six Thousand One Hundred and Sixty Only). During the year under review, the Company has not issued any shares of the following classes given below, apart from the above conversion.

- A) Issue of Equity shares with differential rights
- B) Issue of sweat Equity shares
- C) Issue of employee stock options
- D) Provision of money by the Company for the purchase of its own shares by employees or by trustees for the benefit of employees.
- E) Issue of Bonus Shares

**7. TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013:**

There is no amount proposed to be transferred to General Reserves for the 2022-23.

However, the Accounting Standards permit that the amount that stands at profit/ loss after tax is included in the reserves & surplus (Other Equity) schedule and hence the company has transferred its Profit amount to its reserves & surplus (Other Equity) schedule.

**8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**9. MATERIAL DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:**

There have been no material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN THE FUTURE:**

During the year under review, there have been no such significant and material orders passed by the regulators or courts, or tribunals impacting the going concern status and the company's operations in the future.

**11. DETAILS OF THE APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

During the year under review, neither there is any application made nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

**12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO:**

The particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/outgo are set out in **Annexure I** to this Report.

**13. EXTRACT OF ANNUAL RETURN:**

Pursuant to amendments in Sections 92, 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the requirement of the extract of Annual Return in Form MGT-9 is dispensed with.



Copy of the annual return will be available at the Official Website at [www.naxparlab.com](http://www.naxparlab.com) and at the registered office of the company to the Members seeking information.

#### 14. SUBSIDIARY COMPANY:

The Company has one Subsidiary Company as on March 31, 2023 namely Naxpar Pharma Private Limited. There has been no material change in the nature of business of the subsidiary company, except the following:

- a. During the year, on the recommendation of Nomination and Remuneration Committee and subject to the approval of Members in the general meeting of the company, the board in their Board Meeting held on 13th February, 2023, re-appointed Mr. Prakash M. Shah, Mr. Baiju Shah and Mr. Mihir Shah as Whole Time Director's of the Company for the period of Three (3) years from 15th February, 2023 to 14th February, 2026, whose office shall not be liable to be retire by rotation.
- b. The Shareholders, pursuant to a resolution dated February 14, 2023, had approved the re-appointment of Mr. Mr. Prakash M. Shah (DIN: 00440980), Mr. Baiju Shah (DIN: 04400806) and Mr. Mihir Shah (DIN: 00387912) as Whole-time Director of our Company for a period of three (3) years w.e.f. 15th February, 2023 to 14th February, 2026, whose office shall not be liable to be retire by rotation.

Pursuant to the provision of Section 129(3) of the act, a statement containing silent features of the financial statements of the company's subsidiary in Form AOC-1 is attached to the set Report in **Annexure II** to this Report.

#### 15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### Retirement by Rotation

Mr. Baiju Shah (DIN: 00440806), Managing Director & CFO of the Company retires by rotation at the forthcoming AGM in accordance with provisions of Section 152 of the Act and the Articles of Association of the Company and being eligible, offers himself for re-appointment.

The brief resume and other details relating to the Directors who are proposed to be appointed/ re-appointed, as required to be disclosed under Regulation 36(3) of the Listing Regulations is furnished along with the Explanatory Statement to the Notice of the 41st AGM.

##### Composition of Board of Directors

As on March 31, 2023, the Board comprised of 6 (Six) Directors namely, Mr. Prakash Mahasukhlal Shah, Mr. Baiju Mahasukhlal Shah, Mrs. Ami Shah, Mr. Vinayak Desai, Mr. Tirunillai Venkateswara Anantharaman, Mr. Yogesh Varia,

\*\*The Board of Directors of the Company had appointed Mr. Harish S. Panpalia as an Additional Director of the Company with effect from 11th August, 2023, for the period of 5 years, subject to the approval of members.

A brief profile of the Mr. Harish S. Panpalia, to be appointed is given in the table above on "Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting".

As on 31st March, 2023, there was no disqualification of any Director pursuant to Section 164 (2) of the Companies Act, 2013.

At the ensuing 41st Annual General Meeting of the Company the Director Mr. Baiju Shah (DIN: 00440806) is liable to retire by rotation and being eligible offers himself for re-appointment.

Board recommends his re-appointment to the members for consideration in the ensuing 41st Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of the independence as prescribed both under section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In accordance with the provisions of the Companies Act, 2013, none of the Independent Directors are liable to retire by rotation. The required information of the Directors being re-appointed, pursuant to the provisions of the Listing Regulations, forms part of the Annual Report.

##### Key Managerial Personnel (KMP)

Mr. Prakash Sir, Director and CEO, Mr. Baiju Shah, Managing Director and CFO and Mrs. Preet Kukreja, Company Secretary and Compliance Officer are the Key Managerial Personnel (KMP) of the Company.

##### No. of Meetings of the Board

During the year, Six (6) Board Meetings were convened and held in accordance with the provisions of the Act and the details of which are given in the Corporate Governance Report, which forms a part of this Report.

**Board Performance Evaluation**

Pursuant to the provisions of the Act and the applicable provisions of the Listing Regulations, the annual performance evaluation was carried out for the FY 2022 -23 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared and circulated after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/ CIR/P/2017/004 dated 05.01.2017.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

The Board expressed their satisfaction with the evaluation process.

**Independent Director**

The Company has received declarations from all the Independent Directors of the Company affirming compliance with the criteria of independence laid under the provisions of Section 149(6) of the Act and under Regulation 16 (1)(b) of Listing Regulations.

As per the Companies (Appointment and Qualifications of Directors) Fifth Amendment Rules, 2019, all the Independent Directors of the Company have registered with the Indian Institute of Corporate Affairs for inclusion of their names in the comprehensive depository maintained by the Ministry of Corporate Affairs.

As stipulated by the Code of Independent Directors pursuant to the Act and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on February 14, 2023, inter alia to:

- (i) Evaluate the performance of Non-Independent directors and the Board as a whole;
- (ii) Evaluate the performance of the Chairman and Managing Directors of the Company; and
- (iii) Evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

All Independent Directors were present at the meeting. The Directors expressed their satisfaction with the evaluation process.

**Familiarisation Program for Independent Directors**

All Independent Directors are familiarised with the operations and functioning of the Company. The details of the training and familiarisation program are provided in the Corporate Governance Report forming part of this Report.

**Particulars of Remuneration**

In terms of provision of section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing have been provided in **Annexure III** however as there are no employees drawing remuneration in excess of the prescribed limits. The information as required the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of the Report.

However, having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report including the aforesaid information is being sent to the Members of the Company.

**Remuneration of Directors, Key Managerial Personnel, and Particulars of Employees**

The remuneration paid to Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive Director, and Independent Directors on the Board of Directors of the Company and persons in Senior Management of the Company, their remuneration including determination of qualifications,



positive attributes, independence of Directors and other matters as provided under subsection (3) of section 178 of Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for time being in force).

The Nomination and Remuneration Committee and other details relating to Remuneration are set out in NRC Policy and the same is available on the website of the Company as well as at the registered office of the company.

\*The Web link for NRC Policy is <https://naxparlab.com/wp-content/uploads/2015/07/Policy-on-Nomination-Remuneration.pdf> also uploaded on the official website of the Company.

## **16. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report for the year under review as required under Regulation 34 read with Schedule V of Listing Regulations is annexed to this Report **Annexure IV**.

## **17. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE, AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS**

The Board hereby affirm the Integrity, Expertise and experience including the proficiency of independent Director.

## **18. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (C) of the Companies Act, 2013 your Directors state that:

- (a) in the preparation of Annual Accounts for the year ended on 31st March, 2023, the applicable accounting standards have been followed and there are not material departures from the same.,
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2023 and the profit and loss of the Company for that period.,
- (c) the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.,
- (d) the Directors have prepared Accounts on 'going concern' basis., and
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **19. PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as "**Annexure III**".

During 2022-23, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year 2022-23 the Contract or Arrangements entered in to by the Company with related parties were approved by the Audit Committee pursuant to subsection (IV) (4) of Section 177 of Companies Act, 2013 and by the Board of Directors pursuant to Section 188 (1) of Companies Act, 2013.

The related party transactions were at arm's length basis and were in the ordinary course of business of the Company. The other details with respect to related party transactions in Form AOC – 2 are set out in **Annexure V** to this Report. The policy on Related Party Transactions is available on Company's website- [www.naxparlab.com](http://www.naxparlab.com).

The Company has updated the policy on Related Party Transactions in line with the recent provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Your Directors draw the attention of the Members to Note No. 41 of the Financial Statements, which sets out related party disclosures under the Indian Accounting Standards (IND AS).

## 21. COMMITTEES OF THE BOARD & POLICIES

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted various committees. The statutorily mandated committees constituted under the provisions of the Act and Listing Regulations are Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee. The Committees have been mandated to operate within their terms of reference, approved by the Board to focus on the specific issues and ensure expedient resolution on diverse matters.

The composition, terms of reference and other details of the above-mentioned committees are provided in the Corporate Governance Report forming part of this Report.

### Whistle Blower Policy /Vigil Mechanism

As per the provisions of Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company has adopted a Whistle Blower Policy for establishing a vigil mechanism for Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and provide adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases. The said policy has been hosted on the Company's website at [www.naxparlab.com](http://www.naxparlab.com).

### Remuneration Policy

Pursuant to the provision of Section 178 of the Act and Regulation 19 of Listing Regulations, the Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy relating to remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees, along with the criteria for appointment and removal of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company. The said policy is available on the website of the Company at [www.naxparlab.com](http://www.naxparlab.com).

### Corporate Social Responsibility

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

### Policies

The Company seeks to Promote Highest levels of ethical standards in the normal business transaction guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and amended from time to time. The policies are available on the website of the Company at [www.naxparlab.com](http://www.naxparlab.com).

### Disclosure Requirements

Policy on dealing with related party transactions is available on the website of the Company at the link: [www.naxparlab.com](http://www.naxparlab.com)

The Company has formulated and disseminated a Whistle Blower Policy to provide vigil mechanism for employees and Directors of the Company to report genuine concerns that could have serious impact on the operations and performance of the business of the Company. This Policy is in compliance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 4(d)(iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Policy on Whistle Blower is available on the website of the Company at the link: [www.naxparlab.com](http://www.naxparlab.com).

## 22. CORPORATE GOVERNANCE

The provisions of Corporate Governance became applicable to the Company w.e.f. July 1, 2022, pursuant to allotment of Equity Shares to Promoters and Promoter Group on conversion of cumulative 29,80,750 warrants into equivalent Equity Shares, in two tranches on March 30, 2022 and July 1, 2022. Due to the said allotments, the paid-up share capital of the Company exceeded 10 Crore. However, in terms of provision of Regulation 15 (2)(a) of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulation, 2015, the Company was required to comply with the provisions of Corporate Governance within Six months from the date it became applicable.

Report on Corporate Governance and Certificate of the Auditor of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the Listing Regulations, are provided in a separate section forming part of this Report as "Annexure VII".



As required by Schedule V of the Regulations, the certificate on corporate governance issued by Mr. Prakash Naringrekar (Membership No. ACS 5941) designated partner of HSPN & Associates LLP, (Formerly known as HS Associates), Practising Company Secretaries, Mumbai.

## 23. AUDITORS

### a) Statutory Auditor & their Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s C N Patel & Co. (FRN: 112552W), Chartered Accountants, was appointed as Statutory Auditors at the Annual General Meeting held on 30th September, 2021 for the period of Five (5) years. i.e. for the Annual General Meeting to be held in the year 2026.

The requirement to place the matter relating to the appointment of auditors for ratification by Members at every Annual General Meeting (AGM) has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the ensuing Annual General Meeting and a note in respect of same has been included in the notice for this Annual General Meeting.

The Statutory Auditors M/s. C N Patel & Co, Chartered Accountants have issued their reports on Financial Statements for the year ended March 31, 2023. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Members are therefore requested to approve the Auditors' Report.

### b) Secretarial Auditor & their Report

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s HSPN & Associates, Practising Company Secretary (COP No. 18955), Mr. Prakash Naringrekar, Designated Partner, for conducting Secretarial Audit of the Company for the FY ended on March 31, 2023.

Secretarial Audit Report issued by Mr. Prakash Naringrekar in Form MR-3 forms part to this Report as "Annexure-VIII".

The said report contain the following observation or qualification requiring explanation or adverse remark:

- For the quarter ended on June 2022 and September 2022, the Listed Entity has closed Trading Window. However, it has given Intimation of such closure of trading window to Stock Exchange on 1st July 2022 and 1st October 2022 for the June 2022 and September 2022 quarters, respectively.
- As per Reg 74 (5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 the Confirmation certificate of RTA was filed on July 19, 2022. There was a delay of 4 days in filing the said Certificate of RTA to the Stock Exchange.
- As per Reg. 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Entity has filed the Statement of Utilization within prescribed period. However, the utilization certificate is filed only in PDF mode.

A Secretarial Compliance Report for the FY ended March 31, 2023 on compliance of all applicable SEBI regulations and circulars/guidelines issued thereunder, Secretarial Audit Report of Material Subsidiary i.e. Naxpar Pharma Limited, was obtained from Mr. Prakash Naringrekar, Practising Company Secretary, and annexed to the annual Report..

### c) Internal Auditor

As per section 138 of the Companies Act, 2013. The Company has appointed M/s P S D & Associates, Chartered Accountants, as the internal auditors for the financial year to 2022-2023 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

### d) Internal Control System & Their Adequacy

The Company has in place adequate internal financial controls with reference to the financial statements. Internal audits are undertaken on a regular basis by Internal Auditors covering all units and business operations to independently validate the existing controls. Reports of the Internal Auditors are regularly reviewed by the management and corrective action is initiated to strengthen the controls and enhance the effectiveness of the existing systems. The Audit Committee evaluates the efficiency and adequacy of the financial control system in the Company and strives to maintain the standards in the Internal Financial Control.

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2023, and the Internal Financial Controls are operating effectively.

#### **24. DEPOSITS**

During the Financial Year 2022-23, The Company has not accepted any public deposit covered under Section 73 & 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of Loans, Guarantees and investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Notes of the Financial Statement.

#### **26. CREDIT RATING**

During the year under review, no credit rating has been obtained by the Company.

#### **27. HUMAN RESOURCES**

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in the attraction, retention, and development of talent on an ongoing basis. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

#### **28. INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed a cordial relationship with workers and employees at all levels.

#### **29. COMPANIES THAT HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATE COMPANIES DURING THE YEAR**

During the year under review, No companies/Body Corporates have become and/or ceased to be the Company's subsidiaries, joint ventures, or associate companies.

#### **30. ASSET CLASSIFIED AS HELD FOR SALE**

The company intends to dispose off plant and equipment pertaining to the Silvassa Factory, as it no longer intends to be utilized. It was previously utilized in its manufacturing facility. The Company is in search of a buyer for sale of plant and equipment.

#### **31. CODE OF CONDUCT**

The Company has adopted a Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Director cum CEO and Managing Director & CFO on the compliance declarations received from the members of the Board and Senior Management. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link <<https://naxparlab.com/wp-content/uploads/2023/02/79.CodeConductBoardDireSeniorManagePersonnelincl-ID.pdf>>

#### **32. CEO & CFO CERTIFICATION**

In terms of Listing Regulations, the certification by the Managing Director and the Chief Financial Officer is annexed to this Annual Report as "Annexure VI".

#### **33. TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

In light of the aforesaid provisions, the Company was not required to transfer unclaimed /unpaid dividend amount to IEPF as the Company has not declared any Interim and final dividend during the year.

#### **34. DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, no such exercise has happened.





**35. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has been in compliance with the applicable Secretarial Standards during the Financial year 2022-2023.

**36. DISCLOSURE UNDER SEXUAL HARASSMENT ACT**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints, Redressal for the benefits of its employees. There were no complaints filed against any of the employees of the Company under this Act.

**37. DISCLOSURE OF ACCOUNTING TREATMENT**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on an accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts.

**38. ACKNOWLEDGEMENT**

The Directors wish to place on record their appreciation for the continued co-operation and support extended to the Company by government authorities, customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants, business associates, members and other stakeholders during the year. The Directors also convey their appreciation to employees at all levels for their contribution, dedicated services and confidence in the management and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

**For and on behalf of the Board  
of Parnax Lab Limited**

**Sd/-**

**Prakash M. Shah  
Director and CEO  
(DIN 00440980)**

**Date : 11th August, 2023**

**Place : Mumbai**

## ANNEXURE-I

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo  
(Pursuant To Provisions of Section 134 Of the Companies Act, 2013 Read with Rule 8 (3)  
Of Companies (Accounts) Rules, 2014)**

**A) CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels by regular monitoring of all equipments and devices which consume electricity.
- (ii) The steps taken by the company for utilizing alternate sources of energy - Company ensures that there is optimum utilization and maximum possible savings of energy is achieved.
- (iii) The capital investment on energy conservation equipments-Since Company is having adequate equipment; no capital investment on energy conservation equipments is made during the year.

**B) TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption - Not Applicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable
- (iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable.
  - (a) The details of technology imported - Not Applicable
  - (b) The year of import - Not Applicable
  - (c) Whether the technology been fully absorbed - Not Applicable
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - Not Applicable
- (iv) The expenditure incurred on Research and Development -At present the Company does not have separate division for carrying out research and development work. No expenditure has therefore been earmarked for this activity.

**C) FOREIGN EXCHANGE EARNING AND OUTGO:**

Particulars	(Rs. in '000)	
	2022-23	2021-22
(a) Foreign Exchange Earnings	64,541.65	56,168.003
(b) Foreign Exchange Outgo:		
Import of Capital Goods	Nil	Nil
Import of Raw Materials	Nil	Nil
Stores and Consumables	Nil	Nil
Expenses for Foreign Travel	Nil	Nil

**For and on behalf of the Board  
of Parnax Lab Limited**

Sd/-

**Prakash M. Shah  
Director and CEO  
(DIN 00440980)**

Date : 11th August, 2023  
Place : Mumbai



## ANNEXURE II

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures  
Part "A": Subsidiaries

(Rs. in '000)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	NAXPAR PHARMA PRIVATE LIMITED
2.	Reporting period for the subsidiary concerned, isf different from the holding company's reporting period	No
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	50,000.00
5.	Reserves & surplus	478,866.14
6.	Total assets	1,372,414.60
7.	Total Liabilities	1,372,414.60
8.	Investments	1,100.00
9.	Turnover	1,611,005.76
10.	Profit before taxation	106,527.58
11.	Provision for taxation	32,243.52
12.	Profit after taxation	74,284.06
13.	Proposed Dividend	NIL
14.	% of shareholding	99.80%

**Notes:**

**The following information shall be furnished at the end of the statement:**

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA

For and on behalf of the Board  
of Parnax Lab Limited

Sd/-

Date: 11th August, 2023  
Place: Mumbai

Prakash M. Shah  
Director and CEO  
(DIN 00440980)

## ANNEXURE III

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

*\*During the Financial Year 2022-23 none of the Director's of Company were drawing Remuneration and any fees from the Company. However, to ensure good corporate practice, our company is in compliance of providing the said Disclosure of Remuneration.*

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name of the directors	Ratio to median Remuneration
<b>Non-executive directors</b>	
Mr. Vinayak B Desai	N. A.
Mr. Yogesh Varia	N. A.
Mr. Tirunillai V Anantharaman	N. A.
Mrs. Ami M Shah	N.A.
<b>Executive directors</b>	
Mr. Prakash M Shah	NIL
Mr. Baiju M Shah	NIL

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Prakash M Shah	NIL
Mr. Baiju M Shah	NIL
Mr. Vinayak B Desai	N. A.
Mrs. Ami Shah	N. A.
Mr. Tirunillai V Anantharaman	N. A.
Mr. Yogesh Varia	N. A.
Mrs. Preet Kukreja – Company Secretary & Compliance Officer	NIL

- c. **The percentage increase in the median remuneration of employees in the financial year: 8**

- d. **The number of permanent employees on the rolls of Company: 12**

- e. **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase was around 08% Approximately.

Increase in the managerial remuneration for the year: NIL

- f. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Nomination and Remuneration Committee of the Company has affirmed at its meeting that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: [www.naxparlab.com](http://www.naxparlab.com)

- g. **This statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. The said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.**

For and on behalf of the Board  
of Parnax Lab Limited

Sd/-

Prakash M. Shah  
Director and CEO  
(DIN 00440980)

Date: 11th August, 2023

Place: Mumbai



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ANNEXURE IV

**Management Discussion and Analysis Report**

**INDUSTRY STRUCTURE AND DEVELOPMENT:**

Indian pharma industry enjoys an important position in the global pharmaceuticals industry. Industry is gearing up for the next level of growth driven by shift towards specialty products, customer centricity, focus on improving quality, operational efficiency and productivity and selective mergers & acquisitions.

With a distinct niche of a wide range of products in the pharmaceutical formulations, we are poised to take advantage of this unique opportunity available to producers in India. Our focus is not the developed markets of America, Europe and Japan but the developing markets in rest of the world. While these are price sensitive, the opportunity exists to enlarge market presence and deepen the reach. We plan to extend our reach in these markets and improve our performance by being one of the most cost competitive producers.

**SEGMENTWISE PERFORMANCE:**

The Company is engaged in Trading of Pharmaceuticals, Medicinal products and this may be considered as the only segment. Therefore, the requirement of segment wise reporting is not applicable.

**OPPORTUNITIES / OUTLOOK:**

The Company is exploring overseas market for its products and optimistic to achieve good results. The growth in industrial output and increase in investment in core and infrastructure sector should improve the sentiments of Economy.

On the whole, your Company is optimistic for the outlook of growth in the short to medium term in terms of total revenues/ turnover and operating margins considering overall expected positive trend in Pharmaceutical industry.

**THREATS:**

The global markets have slowed in the past decade from double digit growth rates seen earlier to single digit growth rates. The US and European markets have slowed down even more.

The technological developments in healthcare as a whole, such as artificial intelligence and 3D printing and their impacts on business models, operations, workforce needs and cybersecurity risks need careful understanding as obsolescence can quickly steal in. Also, As the regulators and society demands on industry to minimise the footprint on environment gets stiffer, the industry needs to raise its standard and attain global standards in environment and workforce health.

**RISKS AND CONCERNS:**

Due to non-profitable operations in the market, it could adversely affect the Company's business, operations and financial condition. This scenario poses the risk of concentration and dependence on one market. In order to reduce the concentration risk, the Company has been spreading its business and with its effective marketing strategy is also increasing sales volumes in existing markets and is making regular efforts to widen geographical spread.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Parnax Lab Limited has an inclusive internal control system, furnished with qualified and experienced personnel in several departments. This enables smooth functioning within the Company. The internal control commensurate with its size and nature of the business. These procedures ensure efficient use and protection of the resources. It ensures reasonable assurance about the reliability and integrity of financial statements. Additionally, the internal audit process is designed in such a way, that it reviews all significant areas of the Company's operations.

**HUMAN RESOURCES POLICIES:**

The Company treats all its employees equally and considers them the most valuable assets. It has implemented human resource policies for effective and efficient staffing. The Company's main focus is to attract and retain its pool of scientific and managerial resources. Performance of employees are recognised individually, through a thoughtful mix of incentives & performance bonuses.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations.

Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

**For and on behalf of the Board  
of Parnax Lab Limited**

Sd/-

**Date: 11th August, 2023  
Place: Mumbai**

**Prakash M. Shah  
Director and CEO  
(DIN 00440980)**



## ANNEXURE – V

## FORM AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under the third proviso thereto:

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS WITH RELATED PARTIES:**

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2022-23.

**2. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS WITH RELATED PARTIES:**

The below-mentioned entities are the related parties where the Directors of the Company hold Directorship, Partnership, Membership control, or interests so these entities are considered as related entities of the Company. The below-mentioned values are the value of the transaction amounts paid or payable for the year ended on 31st March, 2023.

Sr. No.	Name of the Related Parties.	Nature of Contract/ arrangement/ transactions	Duration of Contract/ arrangement/ transactions	Salient terms of the contract or arrangements or transactions including the value, if any	Amount Paid as Advance, if any.
1.	Naxpar Pharma Pvt. Ltd.	Sales and Purchase of Goods and Materials, Loan Given and Repaid and Interest thereof	01st April 2022 to 31st March 2023	As per Sales/ Purchase orders placed from time to time and terms of Loan agreement	Nil
2.	Naxpar Health Concepts Private Limited	Purchase of Material	01st April, 2022 to 31st March, 2023	As per Purchase orders placed from time to time.	Nil
3.	Naxpar Medicamentos LLP	Rent Received	01st April 2022 to 31st March 2023	As per Sales orders placed from time to time.	Nil
4.	Naxpar Pharma FZ LLC	Sale of Material	01st April 2022 to 31st March 2023	As per Sales orders placed from time to time.	Nil
5.	Mr. Prakash Shah	Loan Repaid	01st April 2022 to 31st March 2023	As per loan agreement	Nil
6.	Mr. Baiju Shah	Loan Taken and Repaid	01st April 2022 to 31st March 2023	As per loan agreement	Nil
7.	Mrs. Ami Shah	Loan Repaid	01st April 2022 to 31st March 2023	As per loan agreement	Nil

**Note:** Appropriate approvals have been taken for related party transactions.

**For and on behalf of the Board  
of Parnax Lab Limited**

**Date: 11th August, 2023  
Place: Mumbai**

**Sd/-  
Prakash M. Shah  
Director and CEO  
(DIN 00440980)**

## ANNEXURE - VI

**CEO & CFO CERTIFICATION TO THE BOARD  
(Pursuant to Regulation 17(8) of the SEBI Listing Regulations)**

To,  
The Board of Directors,  
PARNAX LAB LIMITED  
Gala No. 114, Bldg. No. 8, Jogani Industrial Complex,  
Chunabhatti, Mumbai-400022.

We, Prakash Mahasukhlal Shah, Director cum CEO and Baiju Mahasukhlal Shah, Managing Director Cum CFO of the Company hereby certify that in respect of the financial year ended on March 31, 2023.

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. to the auditors and the Audit Committee:
  - a. Significant changes, if any, in internal control over financial reporting during the year;
  - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and,
  - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board  
Of Parnax Lab Limited**

Sd/-

Sd/-

**Baiju M.Shah  
Managing Director & CFO  
(DIN 00440806)**

**Prakash M. Shah  
Director & CEO  
(DIN 00440980)**

**Date: 11th August, 2023  
Place: Mumbai**





**DECLARATION**

In accordance with Regulation 34(3) of SEBI Listing obligation and Disclosure Requirements, Regulation 2015, I hereby confirm that all the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management as applicable to them for the financial year ended 31st March, 2023.

**For Parnax Lab Limited**

**Date: 11th August, 2023**  
**Place: Mumbai**

**Sd/-**  
**Prakash M. Shah**  
**Director and CEO**  
**(DIN 00440980)**

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**ANNEXURE VII****CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Report for the financial year ended March 31, 2023 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below

Our corporate governance is a reflection of our value system, encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices and performance, and ensure that we gain and retain the trust of our stakeholders at all times.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The consistent endeavor of Parnax Lab Limited is to enhance the reputation of the Company and irrespective of the goals to be achieved, the means are as important as the end. Our corporate governance is a statement of the values we stand by as we conduct our business and engage with our stakeholders

The Company's philosophy on Corporate Governance is aimed at (a) enhancing long term shareholder value through assisting the top management in taking sound business decisions; and prudent financial management; (b) achieving transparency and professionalism in all decisions and activities of the Company; (c) achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible and reviewing periodically the existing systems and controls for further improvements.

The Company firmly believes and has consistently endeavored to practice good Corporate Governance. The Company has a strong legacy of fair, transparent and ethical governance practices. Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of Parnax Lab Limited ("the Company"). The Company aims at maximizing the Shareholders' value with improvement in performing of the Company and protecting the interests of all the stakeholders through increased transparency in its operations and compliance of statutory requirements.

The Company's corporate governance philosophy has been further strengthened through, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code"). The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

The Securities and Exchange Board of India (SEBI) has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") on September 2, 2015. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

**2. BOARD OF DIRECTORS**

Parnax Lab Limited Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

The Board of Directors of the Company consists of professionals from varied disciplines. The Company has an appropriate mix of executive and independent directors to maintain its independence and separate its functions of governance and management. The day-to-day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Board of Director, who functions under the overall supervision, direction and control of the Board of Directors ("The Board") of the Company.

The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc. In order to facilitate the day-to-day business affairs of the Company, the Board has constituted various committees of the Board and has delegated necessary powers to the Committees, Managing Director, Executive Directors, CFO, and Key Managerial Personnel. The Board thus exercises control over the overall functioning of the Company with a view to enhance the stakeholders value.



As mandated by proviso under Regulation 17A (1) of the Listing Regulations as of March 31, 2023, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities also, none of the Directors who are the Executive Directors serves as independent directors in more than three listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees across all listed companies in which he/she is a Director. None of the Directors on the Board holds directorships in more than ten public companies. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Directors are related to each other except Mr. Prakash Shah, Mr. Baiju Shah and Mrs. Ami Shah.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

**a) Composition of the Board**

The Board is constituted with an optimum combination of Executive and Non-Executive Independent Directors to maintain independence of the Board. As on date of this Report, the Board consists of Six (6) Directors comprising three Executive Directors and three Non-Executive Directors (Independent Directors and Non-Executive Directors both). The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Company has an Executive Chairman and the number of Independent Directors is half of the total number of Directors. The Company, therefore, meets with the requirements of Regulation 17 (1) (a) & (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the stock exchanges.

Name of Director	Designation	Category of Directorship (Executive / Non-Executive / Promoter)	Attendance at last AGM held on September 28, 2022	No. of Board Meetings Attended
Mr. Prakash M. Shah DIN: 00440980	Director and CEO	Executive Director - Promoter	Yes	6/6
Mr. Baiju M. Shah DIN: 00440860	Managing Director and CFO	Executive Director - Promoter	Yes	6/6
Mrs. Ami M. Shah DIN: 03101049	Non- Executive & Non-Independent Director	Non- Executive & Non-Independent Director	Yes	6/6
Mr. Vinayak Desai DIN: 03185850	Independent Director	Non- Executive Independent Director	Yes	6/6
Mr. T. V. Anantharaman DIN: 07147028	Independent Director	Non- Executive Independent Director	Yes	6/6
Mr. Yogesh Varia DIN: 09186184	Independent Director	Non- Executive Independent Director	Yes	6/6
Mr. Harish S. Panpalia DIN: 10275561	Independent Director	Non- Executive & Independent Director	No	NA

\* Mr. Harish S. Panpalia is appointed in FY 2023-24 in the Board Meeting held on 11th August, 2023. Therefore, he was not required to attend AGM of FY 2021-22 and the Board Meeting held during FY 2022-23.

As required under Section 149(3) of the Companies Act, 2013, Mrs. Ami Mihir Shah, a Women Director, has been appointed as a non-Executive Non-Independent Director on the Board.

**b) Board Meeting and Procedures**

Directors are provided with well-structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings. The maximum gap between any two meetings was not more than one hundred and twenty days.

In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video/tele conferencing to enable them to participate effectively in the Meeting(s), as and when required.

During the year under review, **Six (6)** Board Meetings were held on, May 30, 2022, July 01, 2022, August 10, 2022, September 01, 2022, November 14, 2022, February 14, 2023.

The Board Meetings were held at the Registered and Corporate Office of the Company.

### c) Role of Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction of the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Independent Directors have made disclosures confirming that there is no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Terms and conditions of appointment of Independent Directors are available on the Company's website at the web link <https://naxparlab.com/wp-content/uploads/2023/02/79.-codeConductBoardDireSeniorManagePersonnelincl-ID.pdf>

The below table gives details of composition of the Board of Directors and the number of other Board of Directors of which they are a member/Chairman.

**Number of directorships and committee memberships held by the Directors of the Company in other Companies including the names of the other listed entities where the Director is a director and the category of their directorship:**

Name of Director	No. of other Directorships in other Public Companies	Committee Chairmanship and Membership		Names of other Listed Companies in which he/she holds Directorship and category of Directorship	Shareholding of Non-Executive Directors
		Membership	Chairmanship		
Mr. Prakash M. Shah DIN: 00440980	1	2	1	0	NA
Mr. Baiju M. Shah DIN: 00440860	1	2	0	0	NA
Mrs. Ami M. Shah DIN: 03101049	0	0	0	0	Nil
Mr. Vinayak Desai DIN: 03185850	0	2	2	0	Nil
Mr. T. V. Anantharaman DIN: 07147028	0	0	0	0	Nil
Mr. Yogesh Varia DIN: 09186184	0	3	0	0	Nil



**Note:** #Memberships/Chairmanships in Audit Committee and Shareholders'/Investors' Grievance Committee of Indian public limited companies have been considered as per Regulation 26(1)(b) of SEBI. Other directorships exclude his/her Directorships in the Company, directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

The Number of Directorships and the positions held on Board, Committees by the Directors are in conformity with the limits on the number of Directorships and Board committee positions as laid down in the Act and the Listing Regulations. During the year 2022-2023, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

**d) Inter-se relationship between Directors**

The Directors, Mr. Prakash M. Shah and Mr. Baiju M. Shah are brothers of each other, Mr. Prakash M. Shah and Mrs. Ami Mihir Shah having Father-in-Law and Daughter in Law Relationship, within the meaning of the term "relative" as per Section 2(77) of the Act and per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Other than these, none of the Directors are related.

**e) Share and convertible instruments held by non-executive directors**

The details of number of shares and convertible instruments held by non-executive directors is mentioned under point no 11.14 of this report.

**f) Familiarization Programme of Independent Directors**

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company, its products, the industry and business model of the Company. The familiarization commences from the stage of induction of Independent Director. Independent Directors are appointed as per policy of Parnax Lab Limited, with management expertise and wide range of experience. The Independent directors of the Company are eminent personalities having wide experience in the field of finance, industry, commerce and administration business, education.

The Independent Directors interact with senior management during the Board and Committee meetings and familiarization programs. The Independent Directors get familiarized with workings of the Company during the deliberations and discussions on policies of the Company.

The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. In addition, the Company also updates on continuous basis to the Independent Directors about the ongoing events and developments relating to the Company, significant changes in regulatory environment through the Board/Committee meetings. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website [www.naxparlab.com](http://www.naxparlab.com) to enable them to familiarize with the Company's procedures and practices.

Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors. Their presence on the Board has been advantageous and fruitful in taking Business decisions.

Pursuant to Regulation 46 of Listing Regulations the details of Familiarization Programme is uploaded on the Company's website at the web link: <http://www.naxparlab.com/familiarisation-programme.htm>

Particulars of Director seeking appointment/re-appointment at the Annual general meeting have been given in the annexure to the Notice.

**g) Core Skills / Expertise / Competencies Available with the Board:**

The Board comprises of highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

Pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h) of Listing Regulations, the Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Sr. No.	Areas of expertise required	Description	Skill areas actually available with the Board
1.	Experience of Leadership / Operational experience	Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits	Yes
2.	Strategic Planning	Experience in developing long-term strategies to grow consumer business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions.	Yes
3.	Global Business	Experience in understanding global markets and developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.	Yes
4.	Financial, Regulatory / Legal & Risk Management	Comprehensive understanding of financial accounting, reporting and controls and analysis.	Yes
5.	Corporate Governance	Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.	Yes

#### Expertise/ Skills of Directors

Name of the Director	Expertise / Skills				
	Experience of Leadership and Operational Experience	Strategic Planning	Global Business	Financial, Regulatory/ Legal & Risk Management	Corporate Governance
Mr. Prakash Shah	Yes	Yes	Yes	Yes	Yes
Mr. Baiju Shah	Yes	Yes	Yes	Yes	Yes
Mrs. Ami Shah	Yes	Yes	Yes	Yes	Yes
Mr. Vinayak Desai	Yes	Yes	Yes	Yes	Yes
Mr. T. V. Anantharaman	Yes	Yes	--	--	Yes
Mr. Yogesh Varia	Yes	Yes	Yes	Yes	Yes

Pursuant to Clause C(2)(I) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board, all the independent directors fulfill the conditions as specified in the Listing Regulations and are independent of the management.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

Our Independent Directors meet the criteria of Independence as per Section 149(6) of Companies Act, 2013 and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. The Board confirms that the Independent Directors fulfill the conditions as specified under Schedule V of Listing Regulations and are Independent of the management.

#### h) Declarations from Independent Director

Based on the declarations received from the Independent Directors, the Board of Directors confirm that in its opinion, the Independent Directors fulfil the terms and conditions specified in the Act and Listing Regulations in respect of their independence of the Management.

#### i) None of the independent Director of the Company has resigned from the Company during the FY 2022-23.



**3. AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act 2013 (‘the Act’) and Regulation 18 read with Part C of the Schedule II of the Listing Regulations. All the members of the Committee have wide experience in fields of Banking & Finance, Accounts, Regulatory and Financial service industry.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company’s established systems and processes for internal financial controls, governance and reviewing the Company’s statutory and internal audit activities.

The Company has an Internal Auditor, who is responsible for conducting independent Internal Audit. The Internal Auditor reports directly to the Audit Committee of the Board.

Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.

**a) Meetings held during the year**

The Committee is presently chaired by Mr. Vinayak Desai. The Audit Committee met 4 (Four) times during the financial year 2022-2023 on, May 30, 2022, August 10, 2022, November 14, 2022, February 14, 2023. The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

**b) The members of the Audit Committee and their attendance at committee meetings are as under:**

Name of the Member	Category	Position held in the Committee	No. of Meetings attended
Mr. Vinayak Desai	Non-Executive & Independent Director	Chairman	4/4
Mr. Baiju Shah	Managing Director & CFO	Member	4/4
Mr. Yogesh Varia	Non-Executive & Independent Director	Member	4/4

**The terms of reference of the Audit Committee includes -**

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, re-appointment and removal of statutory auditor, fixation of audit fees and also approval of payment of any other services.
- To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements.
- To review the functioning of the Whistle Blower Mechanism.
- Reviewing with management the quarterly / annual financial statements before submission to the Board focusing primarily on the following:
  - Matters required to be included in the Director’s Responsibility Statement.
  - Any change in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management
  - Significant adjustment arising out of audit.
  - Compliance with accounting standards.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Qualification in draft audit report.
- Any related party transaction, i.e., transaction of the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of Company at large. Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm’s length basis and to review and approve such transactions.

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems and reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
- Review and monitor the Auditor's independence, performance and effectiveness of audit process.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments
- To review the functioning of the Whistle Blower Mechanism.

The Audit Committee shall mandatorily review the following information:

- a management discussion and analysis of financial condition and results of operations;
- b management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- c internal audit reports relating to internal control weaknesses;
- d the appointment, removal and terms of remuneration of the chief Internal auditor shall be subject to review by the audit committee and
- e statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) 2015.
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) 2015.

The previous AGM of the Company was held on September 28, 2022 and was attended by Mr. Vinayak Desai, Chairman of the Audit Committee.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

##### a) Brief description of terms of reference

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 with Part D of the Schedule II of SEBI Listing Regulations, read with Section 178 of the Act.

- Recommend to the Board the setup and composition of the Board and its Committees.





- To review the performance of the Chairman and Managing Director and the Whole-time Directors , if any after considering the company’s performance.
- To review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- To determine whether to extend or continue the term of appointment of the Independent Director on the basis of the report of their performance evaluation. The tenure of extension or continuity of Independent Director shall be computed as per the provisions of sub-section (10) and (11) of Section 149 of the Companies Act, 2013 read with Explanation there to and Regulation 16(1)(b) of the Listing Regulations.
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Formulation of the criteria for determining qualifications, positive attributes, and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Devising a policy on Board diversity
- Oversee familiarization programs for Directors.
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management Personnel.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To ensure ‘fit and proper’ status of proposed directors and that there is no conflict of interest in appointment of directors on Board of the Company, Key Managerial Personnel and senior management.

**b) The members of the Nomination and Remuneration Committee and their attendance at committee meetings are as under**

The Nomination and Remuneration committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee as on March 31, 2023 were Mr. Vinayak Desai, \*Mrs. Ami Shah, Mr. Yogesh Varia and Mr. T. V. Anantharaman. The Committee is chaired by Mr. Vinayak Desai. Company Secretary of the Company acted as the Secretary to the Committee.

The members of the Nomination and remuneration committee met once during the year on May 02, 2022.

The members of the Nomination and Remuneration Committee and their attendance at committee meetings are as under:

Name of the Member	Category	Position held in the Committee	No. of Meetings attended
Mr. Vinayak Desai	Non-Executive & Independent Director	Chairman	4/4
Mr. Yogesh Varia	Non-Executive & Independent Director	Member	4/4
*Mrs. Ami Shah	Non-Executive & Non-Independent Director	Member	3/3
**Mr. T. V. Anantharaman	Non-Executive & Independent Director	Member	1/1

\*Mrs. Ami Shah ceased to be the Member of Nomination and Remuneration Committee (NRC) w.e.f. 14th November, 2022.

\*\*Mr. T.V. Anantharaman has been appointed as a member of the Nomination and Remuneration Committee (NRC), w.e.f. 14th November, 2022.

The previous AGM of the Company was held on September 28, 2022 and was attended by Mr. Vinayak Shah, Chairperson of the Nomination and Remuneration Committee.

The terms of reference of the NRC, is uploaded on the Company's web site at <https://naxparlab.com/policies-and-codes/>

### c) Performance Evaluation

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### Criteria for performance evaluation of Independent Directors includes:

1. Attendance and Participation
2. Professional Approach
3. Maintaining confidentiality
4. Acting in good faith and in the interest of the company as a whole
5. Exercising duties with due diligence and reasonable care
6. Complying with legislations and regulations in letter and spirit
7. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion
8. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

## 5. STAKEHOLDERS RELATIONSHIP & GRIEVANCE COMMITTEE

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 (5) of the Companies Act, 2013.

### a) Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

### b) Composition and Functions of the Committee

The Shareholder's Committee is chaired by Mr. Vinayak Desai. The Stakeholder's Relationship Committee met once in a year on May 2, 2022, The composition of the committee and details of the meetings attended by the Directors are given below:

Name of the Member	Category	Position held in the Committee	No. of Meetings attended
Mr. Vinayak Desai	Non-Executive & Independent Director	Chairman	1/1
Mr. Baiju Shah	Managing Director & CFO	Member	1/1
Mr. Yogesh Varia	Non-Executive & Independent Director	Member	1/1

The committee meets at frequent intervals, to approve inter-alia, transfer/ transmission of Equity shares, non-receipt of annual Report, attending to complaints of investors routed by SEBI/Stock Exchanges and reviews the status of investors' grievances and redressed mechanism and recommend measures to improve the level of investor services. SEBI Complaints Redress System (SCORES) SEBI administers a centralised web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time.

Details of share transfer / transmission approved by the committee are placed at the Board meetings from time to time. Company Secretary of the Company acted as the Secretary to the Stakeholders Relationship Grievance Committee.



The Company has appointed M/s. Link Intime India Private Limited as the Registrar and Share Transfer Agent to handle the investor grievances in co-ordination with the Compliance Officer. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The previous AGM of the Company was held on September 28, 2022 and was attended by Mr. Vinayak Desai, Chairperson of the Stakeholder's Relationship Committee.

**c) The Committee in particular looks into:**

1. To oversee and review redressal of shareholder and investor grievances, on matters relating to issue, transfer, transmission of securities, non-receipt of annual report, non-receipt of dividends/interests.
2. To issue duplicate share/debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company, if any.
3. Attending to complaints of security holders routed by SEBI (SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
4. Taking decision on waiver of requirement of obtaining the Succession Certificate/Probate of Will on case to case basis within the parameters set out by the Board of Directors.
5. To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
6. To list the securities of the Company on Stock Exchanges.
7. Any other matters that can facilitate better investor services and relations.
8. Review activities with regard to the Health Safety and Sustainability initiatives of the Company.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholder of the Company.
10. Any other matters that can facilitate better investor services and relations.

During the year under review, no complaints were received from shareholders/investors as on March 31, 2023. The number of pending share transfers as on March 31, 2023 were Nil.

**d) Name and designation of Compliance Officer:**

Ms. Preet Kukreja, Company Secretary, acts as Compliance Officer of the Company and she can be reached out at the corporate office of the Company at: Gala No. 114, Bldg. No. 8 Jogani Industrial Complex, Chunabhatti Mumbai Mh 400022 In, Maharashtra, e-mail id- compliance@naxparlab.com, Tel No.- 022-68252525

**6. RISK MANAGEMENT COMMITTEE**

In terms of Regulation 21(5) of Listing Regulations, the Risk Management Committee is not applicable to the Company, hence, the Company has not constituted risk management committee.

**7. SENIOR MANAGEMENT**

In terms of Regulation 17(4) & (5) and Companies Policy on Code of Conduct of Board of Directors & Senior Management Personnel (incl ID). The Company does not have any designated senior Management Personnel.

**8. REMUNERATION OF DIRECTORS:**

**Remuneration Policy**

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. Remuneration of employees largely consists of basic remuneration and performance incentives. The Company while deciding the remuneration package takes into consideration the employment scenario, remuneration package of the industry and the remuneration package of other Industries.

The remuneration of the Managing Director and Whole-Time Director, if any, is recommended by the Nomination & Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013. The Non-Executive Independent Directors are not paid sitting fees for Board meetings attended by them.

**a) Pecuniary transactions with Non-Executive Directors**

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year. The register of Contracts is maintained by the Company under Section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

**b) Policy for Remuneration of Non – Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- The remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:
  - i) The Services are rendered by such Director in his capacity as the professional; and
  - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- The policy for making payment to Non-Executive Director is available on Company's website at <https://naxparlab.com/wp-content/uploads/2015/07/Policy-on-Nomination-Remuneration.pdf>

**c) Sitting fees**

For the year 2022-2023, the Company has not paid any sitting fees to its Non-Executive Directors for attending meetings of the Board and Meeting of Committees of the Board.

Directors are not provided with any performance linked incentives.

None of the Directors have service contracts, apart from agreements made towards their appointment as Whole Time Director / Managing Director. The notice period for resignation is 30 days however due to certain unavoidable circumstances notice of resignation can be served without the mandatory period of 30 days.

**d) Details of Remuneration to the Executive Directors for the year ended March 31, 2023**

Executive directors of the Company are appointed by the Board of Directors subject to the approval of shareholders in the general meeting. The remuneration package of the executive directors is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and shareholders in their respective meetings as per applicable provisions of the Companies Act, 2013.

The details of remuneration paid to Executive Directors during the financial year 2022-23 are as under:

(Amount in Rs.)

Name of Director	Mr. Prakash Shah	Mr. Baiju Shah
Designation	Director and CEO	Managing Director cum CFO
Salary	-	-
Performance bonus	-	-
PF & Gratuity	-	-



9. GENERAL BODY MEETINGS

a) The last three Annual General Meetings and Extra-Ordinary General Meetings of the Company were held as under:-

Financial Year	Date	Time	Venue	No. of Special Resolutions Passed	Details of special resolution passed through postal ballot
2020	September 30, 2020	12:00 P.M.	The 38th Annual General Meeting of the Company was held by means of video conferencing ("VC") / other audio visual means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	Number of Special Resolutions passed: 1 Details of Special Resolutions are as follows:  1. Re-appointment of Mr. Tirunillai Venkateswara Anantharaman (DIN: 07147028) as Non-Executive Independent Director for another term of five years w.e.f 31st March, 2020.	No special resolution was passed through postal ballot
2021	September 30, 2021	12:00 P.M.	The 39th Annual General Meeting of the Company was held by means of video conferencing ("VC") / other audio visual means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	None of the businesses transacted at the 39th AGM required passing of a special resolution	No special resolution was passed through postal ballot
2022	September 28, 2022	03:00 P.M.	The 40th Annual General Meeting of the Company was held by means of video conferencing ("VC") / other audio visual means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	None of the businesses transacted at the 40th AGM required passing of a special resolution	No special resolution was passed through postal ballot
2022	January 31, 2022	11:00 A.M.	The Extra Ordinary General Meeting of the Company was held by means of video conferencing ("VC") / other audio visual means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	Number of Special Resolutions passed: 2 Details of Special Resolutions are as follows:  1. To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company  2. To approve the Issuance of Warrants convertible into Equity shares to Promoter and Promoter Group/relatives of promoter, of the Company on Preferential basis.	No special resolution was passed through postal ballot

One (1) Extraordinary General Meeting of the members was held in last three financial years

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

**10. MEANS OF COMMUNICATION**

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The quarterly, half-yearly, and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are widely published in Leading newspapers, which include The Free Press Journal in English language and in local language newspapers, which include Nav Shakti, Mumbai in Marathi language. After adoption by the Board of Directors in their Board Meetings the financial results are posted on the Company's website: [www.naxparlab.com](http://www.naxparlab.com). The Management Discussion and Analysis Report is a part of the Annual Report for the year. The annual report has been sent in electronic form to shareholders, who have provided their email id. Physical copies of the annual report have been provided to such shareholders based on a request received from them for this purpose.

The Company's Financial Results and other important Investor related information are periodically displayed and updated on the Company's website, viz., [www.naxparlab.com](http://www.naxparlab.com).

The annual report has been sent in electronic form to shareholders, who have registered their email ids. In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for year ended March 31, 2023.

Our Company does online filing with BSE Limited (BSE) through web-based application: BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information.

**11. GENERAL SHAREHOLDER INFORMATION****11.1 Annual General Meeting: -**

- Date and Time September 29, 2023 at 12:30 P.M.
- Venue The Company is conducting meeting through VC / OAVM. As per Ministry Circulars, the deemed venue for the Meeting shall be the registered office of Company. For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

**11.2 Financial Calendar:** April 2022 – March 2023

**11.3 Book Closure Date/Record Date** As mentioned in the Notice of this AGM

**11.4 Dividend Payment Date** The Company has not declared any Interim and final dividend for the financial year ended March 31, 2023.

**11.5 (a) Listing of Equity Shares on Stock Exchanges at:****Name and address of stock exchange: Code Nos.**

The BSE Ltd., Mumbai 506128  
25th Floor, P.J. Towers,  
Dalal Street, Mumbai 400 001

- (b) Listing of Global Depository Receipts N. A.
- (c) Demat ISIN numbers in NSDL & CDSL INE383L01019
- (d) Annual listing fees for the year 2022-2023 have been duly paid to the above Stock Exchanges.
- (e) Corporate Identification Number (CIN) L36912MH1982PLC027925
- (f) Date of Book Closure/Record Date Friday, 22nd September, 2023

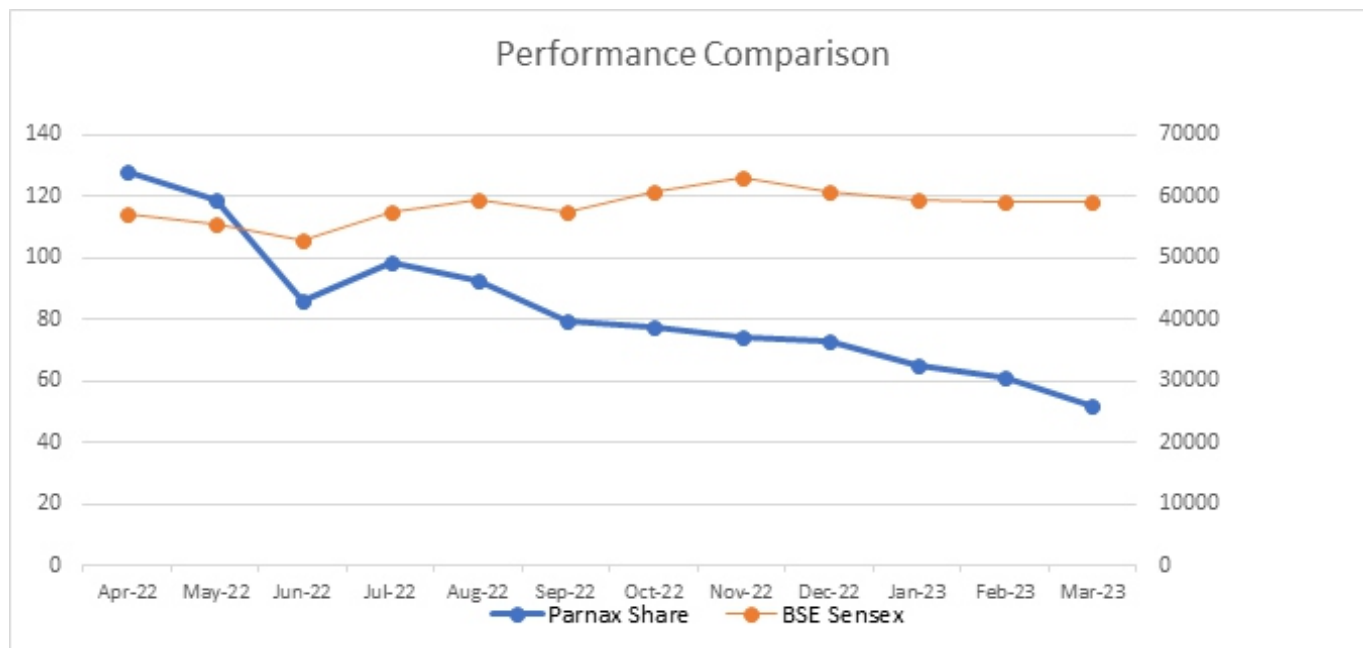


## 11.6 Stock Market Data

<b>Bombay Stock Exchange (BSE) (in Rs.)</b>			
	<b>Month's high price</b>	<b>Month's low price</b>	<b>Total number of equity shares traded</b>
April 2022	169.9	125.55	4,09,875
May 2022	137.6	109.15	2,72,769
June 2022	116.9	77.10	2,85,053
July 2022	114.00	78.65	4,13,102
Aug 2022	104.95	78.20	2,82,137
Sep 2022	99.25	73.00	2,39,010
Oct 2022	93.90	73.95	1,29,957
Nov 2022	90.00	72.20	1,12,587
Dec 2022	79.40	70.40	99,582
Jan 2023	78.45	61.10	71,526
Feb 2023	79.85	58.10	2,18,367
Mar 2023	68.50	47.10	2,19,458

## Performance in Comparison to BSE Sensex

	<b>Parnax Share</b>	<b>BSE Sensex</b>
Apr-22	128.15	57060.87
May-22	118.55	55566.41
Jun-22	85.7	53018.94
Jul-22	98.65	57570.25
Aug-22	92.9	59537.07
Sep-22	79.45	57426.92
Oct-22	77.7	60746.59
Nov-22	74.5	63099.65
Dec-22	72.8	60840.74
Jan-23	64.9	59549.9
Feb-23	60.75	58962.12
Mar-23	52.06	58991.52

**11.7 Registrar and transfer Agents:****Link Intime India Private Limited**

SEBI Regn. No. INR000004058  
 C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
 Mumbai – 400083,  
 Maharashtra  
 Tel : 022 – 49186000  
 Fax: 022 – 49186060  
 Email id- mumbai@linkintime.co.in  
 Website- www.linkintime.co.in

**11.8 Share Transfer System**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. The folios shall be frozen, if any of these details are not available on or after October 01, 2023. Shareholders may contact the RTA at, [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)., Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.





### 11.9 Distribution of Shareholding as on March 31, 2023

No. of Equity Shares	No. of Folios	% of Total	No. of Shares	% of Total
1-500	2435	78.2455	316063	2.7518
501-1000	280	8.9974	224118	1.9513
1001-2000	180	5.7841	266087	2.3167
2001-3000	56	1.7995	143046	1.2454
3001-4000	27	0.8676	93827	0.8169
4001-5000	24	0.7712	112238	0.9772
5001-10000	53	1.7031	404924	3.5255
10001-*****	57	1.8316	9925313	86.4152
<b>Total</b>	<b>3112</b>	<b>100.00</b>	<b>11485616</b>	<b>100.00</b>

### 11.10 Shareholding of Directors

Sr. No.	Name of Directors	No. of Shares	Percentage (%)
1.	Mr. Prakash Shah (Director & CEO)	1201676	10.46
2.	Mr. Baiju Shah (Managing Director & CFO)	1329261	11.57
3.	Mrs. Ami Shah (Non-Independent Non-Executive Director)	833970	7.26
4.	Mr. Vinayak Desai (Independent Director)	Nil	0.00
5.	Mr. T. V. Anantharaman (Independent Director)	Nil	0.00
6.	Mr. Yogesh Varia (Independent Director)	Nil	0.00

### 11.11 Dematerialization of Shares as on March 31, 2023

Total No. of shares	Shares in physical form	Percentage %	Share in demat form	Percentage%
11485616	43950	0.38%	11441666	99.62%

The Company's shares are compulsorily traded in dematerialized form on BSE. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE383L01019.

### 11.12 Categories of Shareholders as on March 31, 2023

Category	No. of Shares held	Percentage of Shareholding
Clearing Member	5066	0.0441%
Corporate Bodies	65634	0.5989%
Hindu Undivided Family	183278	1.5957%
Non-Resident Indians	78893	0.6869%
Non-Resident Indians (Non Repatriable)	10713	0.0933%
Promoters	3672187	31.972%
Public	2794316	24.6841%
Director	4631579	40.325%
<b>Total</b>	<b>11441666</b>	<b>100%</b>

- 11.13 Capital of the Company** : The authorized and paid-up capital of your Company is Rs. 13,00,00,000 and Rs. 11,48,56,160 respectively.
- 11.14 Outstanding GDRs/ADRs/Warrants** : The Company does not have any outstanding GDRs/ ADRs/ warrants/ convertible instruments as on March 31, 2023
- 11.15 Company Secretary & Compliance Officer** : Ms.Preet Kukreja
- 11.16 Address for Investor Correspondence** : **Link Intime India Pvt. Ltd.**  
 Link Intime India Private Limited  
 SEBI Regn. No. INR000004058  
 C-101, 247 Park, L.B.S. Marg,  
 Vikhroli (West),  
 Mumbai – 400083,  
 Maharashtra  
 Tel: 022 – 49186000  
 Fax: 022 – 49186060  
 Email id- mumbai@linkintime.co.in  
 Website- www.linkintime.co.in
- Parnax Lab Limited**  
 CIN: L36912MH1982PLC027925  
 Gala No. 114, Building No. 8,  
 Jogani Industrial Complex,  
 Chunabhatti, Mumbai – 400022  
 Tel: 022 – 68252525  
 Fax: 022 – 24057708  
 Email id- compliance@naxparlab.com  
 Website- www.naxparlab.com
- 11.17 Credit Rating** : NA
- 11.18 Company’s Plant Address** : Plot No 74, 120 & 121,  
 Govt. Industrial Estate,  
 Masat, Silvassa  
 DN & H

## 12. OTHER DISCLOSURES

### a. Related party Transactions:

There are no materially significant Related Party Transactions (RPTs) with the Company’s Promoters, Directors, Key Managerial Personnel, or their relatives or any other related parties of the Company, which may have potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on a quarterly basis. Transactions entered into with related parties during the financial year were in the ordinary course of business and an arm’s length basis and were approved by the Audit Committee.

The Board’s approved policy for related party transactions is uploaded on the website of the Company at <https://naxparlab.com/wp-content/uploads/2023/04/Policy-on-Related-Party-Transactions.pdf>

Except the relationship disclosed while passing resolution for approving the RPT, none of the Directors has any pecuniary relationships or transactions are in the ordinary course of business and on arm’s length basis at par with any member of general public. The Company did not advance any loans to any of its Directors. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

- b. Except the notices by Stock Exchange relating compliances of SEBI (LODR) Regulations, 2015, no penalties, restrictions imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.



- c. Pursuant to Section 177 of the Companies Act, 2013 and under Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has adopted Vigil Mechanism (Whistle Blower Policy) for the directors and employees of the Company to deal with instances of fraud and mismanagement, unethical behaviour, violation of code of conduct and personnel policies of the Company if any and to ensure that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. No person has been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at the web link of <https://naxparlab.com/wp-content/themes/naxpar/images/pdf/shareholding-info/whistle-blower-or-vigil-mechanism-policy.pdf>
- d. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.
- e. Details of compliance with Mandatory requirements and adoption of non-mandatory requirements:
1. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
  2. The Company has not adopted the non-mandatory requirement as specified in the Listing Regulations.

**f. Material Subsidiary Company**

The Company has Naxpar Pharma Private Limited as material subsidiary company situated at Gala 104-107, Building no. 8, Jogani Industrial Complex, Chunabhatti, Mumbai – 400022, as defined in Regulation 24 (1) of Listing Regulations. However, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: <https://naxparlab.com/wp-content/uploads/2015/07/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf>

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Ladha Singhal and Associates, Chartered Accountants, Mumbai (FRN No. 120241W) was appointed as Statutory Auditors at the Annual General Meeting held on 30th September, 2020 for the period of Five (5) years. i.e. for the Annual General Meeting to be held in the year 2025.

The audit committee reviews the consolidated financial statements of the Company and the investments, if any, made by its subsidiary company. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

- g. Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
- h. The Company has not raised funds through qualified institutions placement under Regulation 32(7A) of the Listing Regulations, during the year. Further, the funds raised through Preferential Allotment in the FY 2021-22 and FY 2022-23 were utilised for the purposes as stated in the Explanatory Statement of the Notice given for members at the time of passing resolution to approve the Preferential Issue.
- i. Mr. Prakash Naringrekar, Practicing Company Secretary and Designated Partner of M/s HSPN & Associates LLP, (Formerly known as HS Associates) has certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The said Certificate is annexed to the report below.
- j. The Board of Directors of the Company have accepted all recommendations received from its committees. None of the recommendations have been rejected by the Board of Directors of the Company.
- k. The details of total fees for all services paid by the Company to M/s. C N Patel & Co. (Firm Registration No. 112552W) Statutory Auditor and all entities in the network firm/ network entity of which the Statutory Auditors are part, are as follows –

Sr. No.	Particulars	Amount (in Rs.)
1	Statutory Audit Fees	2,50,000
2	Tax Audit Fees	-
3	Others	-
4	Total	2,50,000

- l. The disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 forms part of the Directors' Report.
- m. Disclosures in respect of 'Loans And Advances in the nature of Loans to Firms/ Companies in which directors are interested by name and amount

During the financial year 2022-2023, the Company has given Inter-Corporate Loan to Naxpar Pharma Private Limited, its Subsidiary Company worth Rs. 4,00,00,000/-

13. The Company has complied with all the requirements of Corporate Governance report as contained in Clause C (2) to (10) of Schedule V read with Regulation 34(3) of Listing Regulations.
  - a) The Company has adopted the Policy on Determination of Materiality under Regulation 30 of SEBI Listing Regulations, which is disclosed on the Company's website at <https://naxparlab.com/wp-content/uploads/2015/07/Policy-on-Materiality-Events.pdf>

#### 14. Discretionary Requirements

1. The auditors' report on the financial statements of the Company is unmodified.
2. Internal auditors of the Company directly report to the Audit Committee.

15. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.



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**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**  
**CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES**

**To,**  
**The Members,**  
**Parnax Lab Limited,**  
**114, Bldg. No. 8 Jogani Industrial Complex,**  
**Chunabhatti, Mumbai - 400 022.**

The Corporate Governance Report prepared by Parnax Lab Limited (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) with respect to Corporate Governance for the year ended March 31, 2023 pursuant to the Listing Agreement of the Company with the National Stock Exchange Limited and Bombay Stock Exchange Limited (collectively referred to as the “Stock Exchanges”).

The Corporate Governance Provisions as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) were adopted by the Company w.e.f. October 1, 2022. The contents of the Corporate Governance Report are for the period between October 1, 2022 to March 31, 2023.

**Management’s Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

**Auditor’s Responsibility**

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2023 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

**Opinion**

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations.

**Other Matters and Restriction on use**

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2023, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For HSPN & Associates LLP**  
**Company Secretaries**

Sd/-

**Date: August 11, 2023**  
**Place: Mumbai**  
**ICSI UDIN: : A005941E000784862**  
**Peer Review No: 2507/2022**

**Prakash D. Naringrekar**  
**Partner**  
**ACS No.: 5941**  
**CP No.: 18955**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members**  
**Parnax Lab Limited**  
**Gala No. 114, Bldg. No. 8,**  
**Jogani Industrial Complex,**  
**Chunabhatti, Mumbai**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PARNAX LAB LIMITED having CIN L36912MH1982PLC027925 and having registered office at Gala no. 114, bldg. no. 8 Jogani Industrial Complex, Chunabhatti, Mumbai, Maharashtra, India, 400022 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR.NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	Mr. Prakash Mahasukhlal Shah	00440980	29/09/2011
2	Mr. Baiju Mahasukhlal Shah	00440806	07/12/2010
3.	Mrs. Ami Mihir Shah	03101049	31/03/2015
4.	Mr. Vinayak Babli Desai	03185850	29/09/2010
5.	Mr. Tirunillai Venkateswara Anantharaman	03185850	31/03/2015
6.	Mr. Yogesh Kantilal Varia	09186184	28/05/2021
7.	Mr. Harish Panpalia*	10275561	11/08/2023

\*Mr. Harish Panpalia is appointed as An Additional Director (Non Executive Independent Director) in the Board Meeting held on August 11, 2023. His appointment is subject to ratification of shareholders in the ensuing Annual general Meeting.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For HSPN & Associates LLP**  
**Company Secretaries**

Sd/-

**Date: August 11, 2023**  
**Place: Mumbai**  
**ICSI UDIN: : A005941E000784851**  
**Peer Review No: 2507/2022**

**Prakash D. Naringrekar**  
**Partner**  
**ACS No.: 5941**  
**CP No.: 18955**



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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – [www.naxparlab.com](http://www.naxparlab.com)

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2023.

**For and on behalf of the Board  
Parnax Lab Limited**

**Sd/-**

**Date: 11th August, 2023  
Place: Mumbai**

**Prakash M. Shah  
Director and CEO  
(DIN: 004400980)**

## ANNEXURE VIII

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
The Members,  
Parnax Lab Limited,  
114, Bldg. No. 8 Jogani Industrial Complex,  
Chunabhatti, Mumbai - 400 022.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PARNAX LAB LIMITED** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on **31st March, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period)
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company:
  - i. Drugs and Cosmetics Act, 1945 and Rules;

We have also examined compliances with the applicable clauses of the following:

- I) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India along with revised Secretarial Standards 1 and 2 as issued by The Institute of Company Secretaries of India with effect from 1st October, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards and Listing Obligations mentioned above except the following:

*The immovable properties are held in the name of company except the plots situated at Silvassa, which are in the name of Parnax Lab Private Limited and Naxpar Lab Private Limited. As informed, both the Companies are merged with the Company and transfer of above said plot in the name of Company pursuant to merger is still pending with the District Industrial Centre of Silvaasa Authority.*





*For the quarter ended on June 2022 and September 2022, the Listed Entity has closed Trading Window. However, it has given Intimation of such closure of trading window to Stock Exchange on 1st July 2022 and 1st October 2022 for the June 2022 and September 2022 quarters, respectively.*

*As per Reg 74 (5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 the Confirmation certificate of RTA was filed on July 19, 2022. There was a delay of 4 days in filing the said Certificate of RTA to the Stock Exchange.*

*As per Reg. 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Entity has filed the Statement of Utilization within prescribed period. However, the utilization certificate is filed only in PDF mode.*

**We further report that:**

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that during the audit period under review:**

1. Pursuant to exercise of conversion option available with the warrant's holder i.e. Promoters and Promoter Group, the Board approved in its meeting held on July 1, 2022, the conversion of 16,70,750 warrants into 16,70,750 equity shares. The Company obtained Listing and Trading Approval for the said 16,70,750 equity shares on August 30, 2022 and September 19, 2022, respectively. The said shares are subject to lock-in till September 30, 2025.
2. Pursuant to the aforesaid conversion of warrants, the provisions of Corporate Governance prescribed under Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 became applicable to the Company. Further, in terms of Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company adopted the Corporate Governance framework w.e.f. October 1, 2022.
3. The Company has obtained members approval in its Annual General Meeting held on 28th September, 2022:
  - (a) Approving related party transactions with its subsidiary companies.

**For HSPN & Associates LLP  
Company Secretaries**

Sd/-

**Prakash D. Naringrekar  
Partner**

**ACS No.: 5941  
CP No.: 18955**

**Date: August 11, 2023  
Place: Mumbai  
ICSI UDIN: A005941E000784840  
Peer Review No: 2507/2022**

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure A** and forms as integral part of this report

**Annexure A**

**To,  
The Members,  
Parnax Lab Limited,  
114, Bldg. No. 8 Jogani Industrial Complex,  
Chunabhatti, Mumbai - 400 022.**

Our report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of Corporate and the other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For HSPN & Associates LLP  
Company Secretaries**

**Sd/-**

**Prakash D. Naringrekar  
Partner  
ACS No.: 5941  
CP No.: 18955**

**Date: August 11, 2023  
Place: Mumbai  
ICSI UDIN: A005941E000784840  
Peer Review No: 2507/2022**



Secretarial Audit Report  
Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**NAXPAR PHARMA PRIVATE LIMITED,**  
104-107BLDG NO 8 JOGANI IND COMPLEX  
CHUNABHATTI MUMBAI 400022

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Naxpar Pharma Private Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, Forms, and returns filed and other records maintained by Naxpar Pharma Private Limited ("The Company"), for the year ended on **31st March, 2023** to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. Being an unlisted company, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") **are not applicable to the Company:** -
  - a. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
  - b. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - c. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - e. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - not applicable for the period under review.
  - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 erstwhile Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2009.
  - j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

**III. The Management has identified and confirmed the applicable Acts, Laws, and Regulations specifically applicable to the Company as given below:**

- i. Drugs and Cosmetics Act, 1945 and Rules;

**We have also examined compliances with the applicable clauses of the following:**

**a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.**

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above except the following:

The immovable properties are held in the name of company except the land situated at Himachal Pradesh which is not in the name of Company. As informed, there is a dispute over title of the said land. Further, the possession is with the Company. Also, the Company has got decree in their favour from district court of Himachal Pradesh.

The Company is yet to file forms relating to Charges created on assets of the Company.

**We further report that:**

The Board of Directors of the Company is constituted with proper balance of Executive Directors and Non-Executive Directors, and Independent Directors. The reappointments of whole-time directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Notices are given to all directors as per prescribed laws to schedule the board meeting and agenda and detailed notes on agenda were sent at least seven days in advance and proper system exist for obtaining information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**We further report that** the Company has spent Rs. 30,00,000 towards CSR in the FY 2021-22 which was in excess of the obligation. Therefore, the Company has set-off the excess CSR spent during the FY 2021-22 with the CSR obligation of FY 2022-23.

**For HSPN & Associates LLP  
Company Secretaries**

Sd/-

**Prakash D. Naringrekar**  
Partner  
ACS No.: 5941  
CP No.: 18955

**Date: August 11, 2023**  
**Place: Mumbai**  
**ICSI UDIN: A005941E000784818**  
**Peer Review No: 2507/2022**

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure A** and forms as integral part of this report



**Annexure A**

**To,**  
The Members,  
NAXPAR PHARMA PRIVATE LIMITED,  
104-107BLDG NO 8 JOGANI IND COMPLEX  
CHUNABHATTI MUMBAI 400022

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.
5. The Compliance of the provisions of applicable laws, rules, regulations, standards is the responsibility of Management. Any fraud, error, misstatements arising, if any would be the responsibility of the Board and Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For HSPN & Associates LLP  
Company Secretaries**

**Sd/-**

**Prakash D. Naringrekar  
Partner  
ACS No.: 5941  
CP No.: 18955**

**Date: August 11, 2023  
Place: Mumbai  
ICSI UDIN: A005941E000784818  
Peer Review No: 2507/2022**

**STANDALONE  
FINANCIAL STATEMENTS**



**INDEPENDENT AUDITOR'S REPORT**

**To The Members of Parnax Lab Limited**

**Report on the Standalone Financial Statements**

1. We have audited the accompanying Standalone financial statements of **Parnax Lab Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of Change in Equity for the year then ended and, notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the Statement of Change in Equity for the year ended on that date

**Basis of Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

5. The Key Audit Matter	How was the matter addressed in our audit
<p>Revenue is recognised when control of the products being sold has been transferred to the customer. The timing of revenue recognition is relevant to the reported performance of the Company.</p> <p>We identified revenue recognition as a key audit matter because there is presumed fraud risk of revenue being overstated at period end by recognising certain transactions as revenue though control over those goods may not have transferred to the customers as at year-end by changing the timing of transfer of control.</p>	<p>In view of significance of the matter we applied following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• Evaluated compliance of the revenue recognition accounting policies by comparing with Ind AS 115 "Revenue from Contracts with Customers".</li> <li>• Tested the design, implementation and operating effectiveness of the Company's general IT controls and manual controls over the Company's systems which governs recording of revenue, creation of new customers and key controls over revenue cut-off in the general ledger.</li> <li>• Performed substantive testing by selecting statistical samples of revenue transactions recorded during the year and year-end cut-off testing by verifying the underlying documents, which include testing contractual terms of sale contracts / invoices, shipping documents and proof of delivery to test evidence for transfer of control.</li> <li>• Evaluated adequacy of disclosures in relation to revenue in the standalone financial statements.</li> </ul>

**Information other than the financial statements and auditors' report thereon**

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

7. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### **Management's Responsibility for the Standalone Financial Statements**

9. The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the Statement of Change in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
  - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.





- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.
  14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.
  16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements**

17. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

#### **18. As required by section 143(3) of the Act, we report that:**

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

The Company has not paid any remuneration to its directors during the year. Hence, the provisions of the section 197 of the Act is not applicable.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations, if any on its financial position in note no. 33 of its standalone financial statements;
  - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;

- iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company;
- iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) No dividend has been declared or paid during the year by the Company.
- vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

**For C. N. Patel & Co.**

Chartered Accountants

Firm's Registration No. : 112552W

Sd/-

**CA Manish Mandhana**

Partner

M. No. : 112026

Place : Mumbai

Dated : 30th May, 2023

UDIN : 23112026BGVHBS3094



**Annexure A to Independent Auditor's Report**

Referred to as 'Annexure A' in paragraph 17 of the Independent Auditors' Report of even date to the members of **Parnax Lab Limited** on the standalone financial statements for the year ended on 31st March, 2023.

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets, in our opinion, the frequency of verification is reasonable considering to the size of the Company and the nature of its assets. Physical verification of the assets has been carried out during the year pursuant to the programme in that respect. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed property tax receipts and lease agreement provided to us, we report that, the title deeds of all the immovable properties, (other than those that have been taken on lease) disclosed in the financial statements included in property, plant equipment, are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as non current assets held for sale as at the balance sheet date, the lease agreements are duly executed in favour of the Company, except for the following:

Description of property	As at the Balance sheet date		Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of Company *
	Gross carrying value	Net carrying value				
Plot No 74, Govt. Industrial Estate, Masat, Silvassa	19,47,330	19,47,330	Parnax Lab Private Limited	NA	The Company holds possession from date of Merger	Parnax Lab Private Limited and Naxpar Lab Private Limited merged with the Company vide merger order dated December 2, 2011, still not transferred in the name of Company
Plot No 121, Govt. Industrial Estate, Masat, Silvassa	21,07,400	21,07,400	Parnax Lab Private Limited	NA	The Company holds possession from date of Merger	
Plot No 120, Govt. Industrial Estate, Masat, Silvassa	15,16,180	15,16,180	Naxpar Lab Private Limited	NA	The Company holds possession from date of Merger	

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.
- (e) In our opinion and according to the information and explanations given to us, neither any proceedings have been initiated during the year nor are pending as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.
- iii. In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
- (a) The Company has provided loans or advances in the nature of loans during the year and details of which are given below.

(Rs. In Lacs)

	Loans	Advances in the nature of loans
A. Aggregate amount granted / provided during the year:		
- Subsidiaries	400.00	--
- Joint Ventures	--	-
- Associates	--	-
- Others	--	-
B. Balance outstanding as at balance sheet date in respect of above cases:*		
- Subsidiaries	288.42	--
- Joint Ventures	--	-
- Associates	--	-
- Others	--	-

- (b) According to the information and explanations given to us, in our opinion, the investments made, and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The Company has granted loans or provided advances in the nature of loan are payable on demand. During the year the Company has not demanded such loan or advances in the nature of loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) As the Company has granted loans or provided advances in the nature of loan which are payable on demand and having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion, none of the loans or advances in the nature of loans granted by the Company have fallen due during the year.
- (f) The Company has granted Loans or advances in the nature of loans which are repayable on demand, details of which are given below:

(Rs. In Lacs)

	All Parties	Promoters	Related Parties
Aggregate of Loans or advances in the nature of loans			
- Repayable on demand (A)	--	--	400.00
- Agreement does not specify any terms or period of repayment (B)	--	--	-
Total (A+B)	--	--	400.00
Percentage of loans/advances in nature of loans to the total loans	--	--	100%

- iv. In our opinion and according to the information and explanations given to us, The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 to the extent applicable. The Company has not made investment, provided any loans, guarantee and security during the year
- v. According to the information and explanations given to us, the Company has not any accepted any deposit or amounts which are deemed to be deposits within the meaning of section 73 to 76 or any relevant provision of the Companies Act, 2013. Hence, reporting under clause 3(v) of the Order is not applicable.



vi. The Company is not required to maintain cost records as per the provision of section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

<b>Name of Statute</b>	<b>Nature of the dues</b>	<b>Amount (in Lacs)</b>	<b>Period for which the amount relates (Assessment Year)</b>	<b>Forum where dispute is pending</b>
Central Excise Act, 1944	Excise Duty & Penalty	5.50	April 2003 to March 2005	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty & Penalty	0.26	April 2003 to Jan. 2006	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty & Penalty	0.43	Oct. 2001 to Oct. 2003	Custom, Excise, Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty & Penalty	0.82	June 2001 to Feb 2003	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty & Penalty	56.16	Jan. 2005 to Dec. 2006	Commissioner (Appeals)

\* includes interest and penalty as per demand orders.

viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the order is not applicable to the Company.

ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders. Accordingly, the provisions of clause 3(ix) of the order is not applicable to the Company.

(b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)© of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) We report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year of the funds raised through issue of shares or borrowings in the previous year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

xi. (a) To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year. Accordingly, the provisions of clause 3(xi)(d) of the Order are not applicable to the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued to the Company till the date of the audit report.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

**For C. N. Patel & Co.**

Chartered Accountants

Firm's Registration No. : 112552W

**CA Manish Mandhana**

Partner

M. No. : 112026

Place : Mumbai

Dated : 30th May, 2023

UDIN : 23112026BGVHBS3094



## Annexure B to Independent Auditor's Report

Referred to as '**Annexure B**' in paragraph 18(f) of the Independent Auditors' Report of even date to the members of **Parnax Lab Limited** on the standalone financial statements for the year ended on 31st March, 2023.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of Parnax Lab Limited ("the Company") as on 31st March, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended and as on that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For C. N. Patel & Co.**

Chartered Accountants

Firm's Registration No. : 112552W

**CA Manish Mandhana**

Partner

M. No. : 112026

Place : Mumbai

Dated : 30th May, 2023

UDIN : 23112026BGVHBS3094





**Standalone Balance Sheet as at 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>I</b>	<b>ASSETS</b>			
	<b>1. Non - Current Assets</b>			
	(a) Property, plant and equipment	2	4,252.72	4,416.18
	(b) Intangible assets	3	9.99	5.85
	(c) Investments in subsidiaries	4	99,800.00	99,800.00
	(d) Financial assets			
	(i) Investments	5	507.98	895.48
	(ii) Other financial assets	6	24.80	494.40
	(e) Deferred tax asset (net)	31	6,703.64	10,755.74
			<b>1,11,299.12</b>	<b>1,16,367.64</b>
	<b>2. Current Assets</b>			
	(a) Inventories	7	5,756.51	7,948.73
	(b) Financial assets			
	(i) Trade Receivable	8	10,797.14	18,593.94
	(ii) Cash and Cash Equivalents	9	12,663.93	43,329.34
	(iii) Bank balances other than (ii) above	10	155.14	134.54
	(iv) Loans	11	29,307.94	569.06
	(c) Current tax assets(net)		160.60	15.37
	(d) Other current assets	12	6,114.28	10,967.78
			<b>64,955.53</b>	<b>81,558.76</b>
	<b>3. Assets classified as held for disposal</b>	13	37,405.13	37,405.13
	<b>TOTAL ASSETS</b>		<b>2,13,659.79</b>	<b>2,35,331.53</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1. Equity</b>			
	(a) Share Capital	14	1,14,856.16	98,148.66
	(b) Other equity	15	78,685.58	29,346.14
			<b>1,93,541.74</b>	<b>1,27,494.80</b>
	<b>2. Liabilities</b>			
	<b>Non-Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Long term borrowings	16	1,607.55	11,473.94
	(b) Long term provisions	17	94.82	76.23
			<b>1,702.37</b>	<b>11,550.18</b>
	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Short term borrowings	18	9,106.64	80,484.94
	(ii) Trade Payables	19		
	- Total outstanding dues of micro enterprises and small enterprises		3,097.03	10,911.23
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,236.81	537.32
	(iii) Other financial Liabilities	20	3,704.85	3,687.48
	(b) Other current liabilities	21	1,250.33	599.18
	(c) Short Term Provision	22	20.04	66.41
			<b>18,415.68</b>	<b>96,286.55</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,13,659.79</b>	<b>2,35,331.53</b>
	<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBS3094  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary

## Standalone Statement of Profit and Loss for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from Operations	23	74,738.00	71,498.89
II	Other Income	24	3,708.23	1,615.95
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>78,446.23</b>	<b>73,114.84</b>
<b>IV</b>	<b>Expenses</b>			
	Cost of Materials Consumed	25	18,851.04	19,032.09
	Purchase of Stock In Trade	26	15,896.08	14,828.26
	Employee Benefits Expenses	27	5,521.27	5,177.50
	Finance Costs	28	2,489.89	7,053.75
	Depreciation and Amortization Expense	29	677.94	446.78
	Other Expenses	30	18,740.76	18,778.20
	<b>Total Expenses</b>		<b>62,176.99</b>	<b>65,316.59</b>
V	Profit / (Loss) before tax (III-IV)		16,269.24	7,798.25
	Exceptional Items / Extraordinary Items		-	-
<b>V</b>	<b>Profit / (Loss) before tax (III-IV)</b>		<b>16,269.24</b>	<b>7,798.25</b>
<b>VI</b>	<b>Tax Expense:</b>	31		
	(a) Current Tax		-	-
	(b) Deferred Tax (Asset) / Liability		4,222.84	2,383.22
	<b>Total Tax Expense (VI)</b>		<b>4,222.84</b>	<b>2,383.22</b>
<b>VII</b>	<b>Profit / (Loss) after tax (V-VI)</b>		<b>12,046.39</b>	<b>5,415.03</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>			
	A. (i) Items that will not be reclassified to profit & loss			
	Remeasurements of post-employment benefit obligations		(678.42)	(286.22)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		170.74	72.04
	<b>Total Other Comprehensive income</b>		<b>(507.67)</b>	<b>(214.19)</b>
	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR(VII+VIII)</b>		<b>11,538.72</b>	<b>5,200.85</b>
<b>IX.</b>	<b>Earnings Per Equity Share of Rs.10/- each :</b>			
	Weighted average no. of shares (Basic & Diluted)	35	1,10,69,073	85,12,044
	Basic & Diluted Earnings Per Share (Rs.)		1.09	0.64
	Significant Accounting Policies	1		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBS3094  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary



**Standalone Cash Flow Statement for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) before tax	16,269.24	7,798.25
	<b>Adjustments for</b>		
	Depreciation	677.94	446.78
	Finance Cost	2,489.89	7,053.75
	Sundry Balances written off	113.60	718.52
	Interest & Dividend income	(1,529.46)	(7.55)
	<b>Operating Loss Before Working Capital Adjustments</b>	<b>18,021.21</b>	<b>16,009.75</b>
	<b>Changes in Working Capital</b>		
	<u>Adjustments for (increase) / decrease in operating assets:</u>		
	Inventories	2,192.22	(2,150.14)
	Trade receivables	7,796.80	(14,268.04)
	Other assets (Financials and Non Financial assets)	(23,415.79)	(2,938.39)
	<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
	Trade payables	(7,228.31)	(683.82)
	<u>Other liabilities (Financials and Non Financial liabilities)</u>	(37.70)	440.56
	<b>Cash generated from operations</b>	<b>(2,671.56)</b>	<b>(3,590.08)</b>
	Direct Tax Paid (Refund) [Net]	145.23	12.15
	<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(2,816.79)</b>	<b>(3,602.22)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of property, plant & equipment & intangible assets	(518.62)	-
	Investment in fixed deposit	(20.61)	(7.55)
	Proceeds/(Purchase) from sale of Non Current Investments	387.50	-
	Interest & Dividend income	1,529.46	7.55
	<b>Net cash flow from / (used in) investing activities (B)</b>	<b>1,377.73</b>	<b>-</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from Issue of Shares, Warrants	54,508.22	75,154.41
	Proceeds from long-term borrowings (net)	(9,866.39)	(7,422.94)
	Proceeds from Short-term borrowings (net)	(71,378.30)	(14,763.34)
	Finance Cost	(2,489.89)	(7,053.75)
	<b>Net cash flow from / (used in) financing activities (c)</b>	<b>(29,226.36)</b>	<b>45,914.37</b>
	<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(30,665.42)</b>	<b>42,312.15</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>43,329.34</b>	<b>1,017.19</b>
	<b>Cash and cash equivalents at the end of the year</b>	<b>12,663.92</b>	<b>43,329.34</b>

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBS3094  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary

**Standalone Statement of Changes in Equity for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**(A) Equity Share Capital**

	<b>Amount</b>
<b>Balance as at April 01, 2021</b>	<b>85,048.66</b>
Changes in share capital during the year	13,100.00
<b>Balance as at March 31, 2022</b>	<b>98,148.66</b>
Changes in share capital during the year	16,707.50
<b>Balance as at March 31, 2023</b>	<b>1,14,856.16</b>

**(B) Other Equity**

	<b>Share Premium</b>	<b>General Reserve</b>	<b>Surplus in Statement of profit &amp; loss</b>	<b>Accumulated other comprehensive income - Acturial Gains/(Losses)</b>	<b>Share Warrant</b>	<b>Total</b>
<b>Balance as at April 01, 2021</b>	-	<b>63,665.78</b>	<b>(1,02,322.60)</b>	<b>747.71</b>	-	<b>(37,909.11)</b>
Profit/(Loss) for the year	-	-	5,415.03	-	-	5,415.03
Amount received during the year	43,885.00	-	-	-	75,154.41	1,19,039.41
Transferred on Issue of shares during the year	-	-	-	-	(56,985.00)	(56,985.00)
Other comprehensive income for the year	-	-	-	(214.19)	-	(214.19)
<b>Balance as at March 31, 2022</b>	<b>43,885.00</b>	<b>63,665.78</b>	<b>(96,907.57)</b>	<b>533.52</b>	<b>18,169.41</b>	<b>29,346.14</b>
Profit/(Loss) for the year	-	-	12,046.39	-	-	12,046.39
Amount received during the year	55,970.13	-	-	-	54,508.22	1,10,478.34
Transferred on Issue of shares during the year	-	-	-	-	(72,677.63)	(72,677.63)
Other comprehensive income for the year	-	-	-	(507.67)	-	(507.67)
<b>Balance as at March 31, 2023</b>	<b>99,855.13</b>	<b>63,665.78</b>	<b>(84,861.18)</b>	<b>25.85</b>	-	<b>78,685.58</b>

The accompanying notes are an integral part of these financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary




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**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

**(All amounts in ₹ In '000, unless otherwise stated)**

**Note - 1**

**A. CORPORATE INFORMATION:**

Parnax Lab Limited is a public company incorporated under the provisions of the Companies Act, 1956. The Company is principally engaged in the business activities of manufacturing and export of Pharmaceutical Formulations.

**B. SIGNIFICANT ACCOUNTING POLICIES:**

**1. Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 7)
- (ii) Defined benefit employee plan (Refer note no. 13)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company.

**2. Use of Estimates and judgments:**

The preparation of the financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**Critical accounting judgements and key source of estimation uncertainty**

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Note no. - 13
- (b) Estimation of current tax expenses and payable - Refer note no. - 14

**3. Property, plant and equipment (PPE)**

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work in progress".

**4. Intangible assets**

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

An intangible asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains / losses arising from disposal are recognised in the Statement of Profit and Loss.

Any expected loss is recognized immediately in the Statement of Profit and Loss.

Intangible assets that are ready for use are amortized on a straight line basis.

**5. Depreciation and Amortization:****(a) Property plant and equipment (PPE)**

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

**(b) Intangible assets**

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their expected useful lives.

The amortization period and the amortization method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

**6. Investment Properties:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013.

**7. Financial Instruments:****Financial assets - Initial recognition:**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

**Subsequent measurement:**

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the company changes its business model for managing financial assets.

**(i) Measured at amortised cost:**

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Measured at fair value through other comprehensive income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

**(iii) Measured at fair value through profit or loss (FVTPL):**

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

**Equity instruments:**

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

**Impairment**

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

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**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

**Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained."

**Financial Liabilities****Initial Recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

**Subsequent measurement**

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**Loans & Borrowings:**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

**Financial Guarantee Contracts**

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. "

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.





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**Notes to Standalone Financial Statements for the year ended 31st March, 2023****Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**8. Fair Value Measurement**

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above"

**9. Inventory**

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a First-in First-Out (FIFO). Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**10. Cash and Cash Equivalents:**

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

**11. Foreign Currency Transactions:****a) Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023****b) Measurement of Foreign Currency Items at the Balance Sheet Date**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss."

**12. Revenue Recognition:**

Revenue is measured at the value of the consideration received or receivable. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

**Sale of Goods**

Revenue from sale of goods is recognised when control of the goods is transferred to the buyer as per the terms of the contract. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales are exclusive of Goods and Service Tax (GST).

**Rendering of Services**

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed/rendered.

**Export Incentives**

Export incentives received pursuant to the Duty Drawback Scheme and Merchandise Export from India Scheme (MEIS) are accounted on an accrual basis, to the extent it is probable that realization is certain.

**Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

**Dividend**

Dividend Income is recognized when right to receive the same is established.

**13. Employee Benefits:**

The Company provides following post-employment plans:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund)

**Defined-benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial(gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.



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**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

**b) Defined-contribution plan:**

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

**c) Other employee benefits:**

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

**14. Taxes on Income:**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

**15. Borrowing Cost:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023****16. Earnings Per Share:**

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**17. Assets held for disposal**

The Company classifies non-current assets as held for sale if their current carrying amounts will be recovered principally through a sale rather than through continuing use. Such non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell. Any expected loss is recognised immediately on statement of profit & loss.

Property, plant & equipment once classified as held for sale are are not depreciated or amortised. Assets and liabilities classified as held for sale are presented separately as current items in the balance sheets.

**18. Leases:**

Leases Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied to all lease contracts existing on the date of initial application, using the modified retrospective method along with transition option to recognise right-of-use assets (RoU) at an amount equal to the lease liability.

**The Company as lessor**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

The Company did not make any adjustments to the accounting for assets held as a lessor as a result of adopting the new lease standard.

**The Company as lessee**

The Company assesses whether a contract contains a lease, at inception of a contract. At the date of commencement of the lease, the Company recognises a 'right-of-use' asset and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

**Right-of-use asset are measured at cost comprising the following:**

- the amount of initial measurement of liability.
- any lease payments made at or before the commencement date less the incentives received.
- any initial direct costs, and
- restoration costs.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use asset are depreciated over the shorter of asset's useful life and the lease term on a straight-line basis. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

Lease liabilities measured at amortised cost include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option.



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**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the rate of interest implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in the similar economic environment with similar terms, security and conditions.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract in accordance with Ind AS 116 and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets. Variable lease payments are recognised in the statement of profit and loss in the period in which the condition that triggers those payments that occur.

**19. Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to Standalone Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

Note 2 : Property, plant & equipments

Particulars	Office Premises	Furniture	Motor Car	Computer	Office Equipments	Air Conditioner	Total
Gross carrying amount							
Balance as at April 01, 2021	5,401.47	153.95	1,715.38	98.19	210.73	1,106.00	8,685.73
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2022	5,401.47	153.95	1,715.38	98.19	210.73	1,106.00	8,685.73
Additions	-	203.50	-	-	304.95	-	508.45
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2023	5,401.47	357.45	1,715.38	98.19	515.69	1,106.00	9,194.18
<b>Accumulated depreciation/Amortisation</b>							
Balance as at April 01, 2021	1,588.14	133.94	1,336.65	36.73	125.75	601.56	3,822.77
Depreciation/Amortisation charge for the year	372.93	-	-	-	-	73.85	446.78
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2022	1,961.07	133.94	1,336.65	36.73	125.75	675.40	4,269.54
Depreciation/Amortisation charge for the year	372.93	25.08	-	-	91.49	182.41	671.92
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2023	2,334.00	159.03	1,336.65	36.73	217.24	857.81	4,941.46
Net carrying amount as at March 31, 2022	3,440.40	20.01	378.73	61.46	84.99	430.60	4,416.18
Net carrying amount as at March 31, 2023	3,067.47	198.43	378.73	61.46	298.45	248.19	4,252.72

Note:

1. Refer note no. 34 for disclosure on contractual commitments for the acquisition of property, plant and equipment.



Notes to Standalone Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

**Note 3 : Intangible assets**

Particulars	Software	Total
<b>Gross carrying amount</b>		
Balance as at April 01, 2021	63.59	63.59
Additions	-	-
Disposals	-	-
<b>Balance as at March 31, 2022</b>	<b>63.59</b>	<b>63.59</b>
Additions	10.17	10.17
Disposals	-	-
<b>Balance as at March 31, 2023</b>	<b>73.76</b>	<b>73.76</b>

**Accumulated depreciation/Amortisation**

Particulars	Software	Total
Balance as at April 01, 2021	57.74	57.74
Depreciation/Amortisation charge for the year	-	-
Disposals	-	-
<b>Accumulated depreciation as at March 31, 2022</b>	<b>57.74</b>	<b>57.74</b>
Depreciation/Amortisation charge for the year	6.03	6.03
Disposals	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>63.77</b>	<b>63.77</b>

Particulars	Software	Total
Net carrying amount as at March 31, 2022	5.85	5.85
Net carrying amount as at March 31, 2023	9.99	9.99

**Note 4 : Investments in Subsidiaries**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Investment in Equity instruments - Subsidiaries - Carried at Cost Unquoted, fully paid up</b>		
49,90,000 (As at March 31, 2022 - 49,90,000) Equity Share of Rs. 10/- each of Naxpar Pharma Pvt. Ltd.	99,800.00	99,800.00
<b>Total</b>	<b>99,800.00</b>	<b>99,800.00</b>
Aggregate amount of unquoted investments before impairment	99,800.00	99,800.00
Aggregate amount of impairment in the value of investment	-	-

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 5 : Non-Current Investments**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Other Equity instruments, at fair value through profit &amp; loss</b>		
<b>Unquoted, fully paid-up</b>		
The Shamrao Vithal Co-op. Bank Ltd. (319 Shares of Rs. 25/- each)	7.98	7.98
Apna Sahakari Bank Ltd (20,000 Shares of Rs. 25/- each)	500.00	500.00
Maratha Sahakari Bank Ltd. (15,500 Shares of Rs. 25/- each)	387.50	387.50
Less: Provision for diminution in the value of investment	(387.50)	-
<b>Total</b>	<b>507.98</b>	<b>895.48</b>
Aggregate amount of Unquoted investments at cost	895.48	895.48
Provision for diminution in the value of investment	387.50	-

**Note 6 : Other financial assets (Non-Current)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, Considered good</b>		
Security Deposit	24.80	24.80
Provision for Gratuity	-	469.60
<b>Total</b>	<b>24.80</b>	<b>494.40</b>

**Note 7 : Inventories**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(As taken, valued and certified by the Management)</b>		
<b>(Valued at Cost or Market value, whichever is lower)</b>		
Raw Material	2,359.81	2,310.29
Packing Material	1,008.27	1,644.88
Finished goods	2,388.43	3,993.57
<b>Total</b>	<b>5,756.51</b>	<b>7,948.73</b>
Note: Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value.		

**Note 8 : Trade Receivable**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Receivables - Unsecured ,Considered good	10,797.14	18,593.94
Receivables - credit impaired	37,986.78	37,919.46
Less : Allowance for expected credit loss	(37,986.78)	(37,919.46)
<b>Total</b>	<b>10,797.14</b>	<b>18,593.94</b>





Notes to Standalone Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

Trade receivable ageing schedule for the year ended on 31 March, 2023

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	10,797.14	-	-	-	-	10,797.14
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit impaired	-	-	274.94	-	37,711.84	37,986.78
Disputed Trade Receivables - Considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant	-	-	-	-	-	-
<b>Total</b>	<b>10,797.14</b>	<b>-</b>	<b>274.94</b>	<b>-</b>	<b>37,711.84</b>	<b>48,783.92</b>
Less : Allowance for expected credit loss			274.94		37,711.84	37,986.78
<b>Total trade receivable</b>	<b>10,797.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,797.14</b>

Trade receivable ageing schedule for the year ended on 31 March, 2022

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	17,297.70	656.24	640.00	-	-	18,593.94
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit impaired	-	-	229.23	442.73	37,247.49	37,919.46
Disputed Trade Receivables - Considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant	-	-	-	-	-	-
<b>Total</b>	<b>17,297.70</b>	<b>656.24</b>	<b>869.24</b>	<b>442.73</b>	<b>37,247.49</b>	<b>56,513.40</b>
Less : Allowance for expected credit loss	-	-	229.23	442.73	37,247.49	37,919.46
<b>Total trade receivable</b>	<b>17,297.70</b>	<b>656.24</b>	<b>640.00</b>	<b>-</b>	<b>-</b>	<b>18,593.94</b>

Note 9 : Cash and Cash Equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Cash on Hand	50.30	13.45
(b) Balance with Scheduled Banks - In Current Accounts	12,613.62	43,315.90
<b>Total</b>	<b>12,663.93</b>	<b>43,329.34</b>

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 10 : Bank balances other than cash & cash equivalents**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Balance with Scheduled Banks</b>		
- In Fixed Deposit Account (Lodged as margin money against bank guarantee)	155.14	134.54
<b>Total</b>	<b>155.14</b>	<b>134.54</b>

**Note 11 : Loans**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, considered good</b>		
Loans and Advances to Employees	466.26	569.06
Loan to related parties	28,841.68	-
<b>Total</b>	<b>29,307.94</b>	<b>569.06</b>

**Note 12 : Other current assets**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advances recoverable in cash or in kind or for value to be received	1,483.52	2,943.26
Advance to Supplier	835.49	1,155.34
<b>Balance with Government Authorities</b>		
Balance with GST	1,948.93	2,707.39
GST Refund Receivable	1,846.34	4,161.79
<b>Total</b>	<b>6,114.28</b>	<b>10,967.78</b>

**Note 13 : Assets classified as held for sale**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Land	5,570.91	5,570.91
Other Property, Plant & Equipments	31,834.22	31,834.22
Less: Impairment of assets classified as held for sale	-	-
<b>Total</b>	<b>37,405.13</b>	<b>37,405.13</b>

**Note:**

The Company intends to dispose off its certain of property, plant & equipment as it no longer intends to utilise in the next 12 months. It was previously used in its manufacturing facility at Silvassa.

An impairment loss has been recognised on reclassification of the Plant, Property & equipment as held for sale and the Company expects to realise fair value less cost to sell to be higher than carrying amount.

An active program to locate the buyer and to complete the sale has already been initiated.



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 14 : Share Capital**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Authorised:</b> 1,30,00,000 (130,00,000) Equity Shares of Rs. 10/- each	1,30,000.00	1,30,000.00
<b>Total</b>	<b>1,30,000.00</b>	<b>1,30,000.00</b>
<b>Issued, Subscribed and Paid up:</b> 1,14,85,616 (98,14,866 ) Equity Shares of Rs.10/- each fully paid up (of the above 53,04,866 shares of Rs. 10/- each were issue at the time of scheme of amalgamation)	1,14,856.16	98,148.66
<b>Total</b>	<b>1,14,856.13</b>	<b>98,148.66</b>
<b>(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :</b>		
Number of shares at the beginning of the year	98,14,866	85,04,866
Add: Issued during the year	16,70,750	13,10,000
Number of shares at the end of the year	<b>1,14,85,616</b>	<b>98,14,866</b>
(ii) On March 22, 2022, the Company allotted 29,80,750 Warrants convertible into 29,80,750 Equity shares at a price (including the warrant subscription price and the warrant exercise price) of Rs. 43.50/- each, aggregating up to Rs. 12,96,62,625/- on a preferential basis to Promoters of the Company (Preferential Issue). The Company received the subscription money of Rs. 3,24,15,657/- for allotment of 29,80,750 Warrants convertible into Equity Shares, being 25% of the Issue price of Rs. 43.50/- of the Warrants at Rs. 10.875/- per Warrant, towards the warrant subscription price. The entire proceeds have been utilised for the objects of the Preferential Issue.		
(iii) On March 30, 2022, the Company allotted 13,10,000 Equity Shares of face value of Rs. 10/- each fully paid up issued at a premium of Rs. 33.50/- per equity share to Promoters of the Company upon exercise of option of conversion of 13,10,000 Warrants by the Promoters. The Issue Price of the Warrant was Rs. 43.50/- per warrant of which 25% was paid by the Promoters on subscription of warrants on March 22, 2022 and the balance 75% i.e. Rs. 32.625/- per warrant being the Warrant Exercise Price was paid by the Promoters. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on March 30, 2022 from Rs. 8,50,48,660/- to Rs. 9,81,48,660/- comprising of 98,14,866 equity shares of face value of Rs. 10/- each and securities premium reserve by Rs. 4,38,85,000/-.		
(iv) On July 1, 2022, the Company allotted 16,70,750 Equity Shares of face value of Rs. 10/- each fully paid up issued at a premium of Rs. 33.50/- per equity share to Promoters of the Company upon exercise of option of conversion of 16,70,750 Warrants by the Promoters. The Issue Price of the Warrant was Rs. 43.50/- per warrant of which 25% was paid by the Promoters on subscription of warrants on March 22, 2022 and the balance 75% i.e. Rs. 32.625/- per warrant being the Warrant Exercise Price was paid by the Promoters. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on July 1, 2022 from Rs. 9,81,48,660/- to Rs. 11,48,56,160/- comprising of 1,14,85,616 equity shares of face value of Rs. 10/- each and securities premium reserve from Rs. 4,38,85,000/- to Rs. 9,98,55,125/-.		
<b>(v) Terms/rights attached to Equity Shares</b>  The Company has only one class of equity shares having a par value of Rs. 10 per shares. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
<b>(vi) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	<b>Nil</b>	<b>Nil</b>

## Notes to Standalone Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

## (vii) Details of Shares held by each shareholder holding more than 5% shares :

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	%	No. of Shares	%
Baiju Shah	13,29,261	11.57%	8,90,261	9.07%
Binoy Shah	13,69,600	11.92%	13,69,600	13.95%
Ila Shah	13,61,872	11.86%	9,22,872	9.40%
Mihir Shah	11,41,250	9.94%	11,41,250	11.63%
Pragna Shah	10,66,137	9.28%	8,01,887	8.17%
Prakash Shah	12,01,676	10.46%	9,37,426	9.55%
Ami Shah	8,33,970	7.26%	5,69,720	5.80%

## (viii) Details of shares held by promoters

## Shares held as at 31 March, 2023

Name of Promoter	No of shares at beginning of the year	Change during the year	No of shares at end of the year	% of total shares	% Change during the year
Baiju Shah	8,90,261	4,39,000	13,29,261	11.57%	49.31%
Binoy Shah	13,69,600	-	13,69,600	11.92%	-
Ila Shah	9,22,872	4,39,000	13,61,872	11.86%	47.57%
Mihir Shah	11,41,250	-	11,41,250	9.94%	-
Pragna Shah	8,01,887	2,64,250	10,66,137	9.28%	32.95%
Prakash Shah	9,37,426	2,64,250	12,01,676	10.46%	28.19%
Ami Shah	5,69,720	2,64,250	8,33,970	7.26%	46.38%

## Shares held as at 31 March, 2022

Name of Promoter	No of shares at beginning of the year	Change during the year	No of shares at end of the year	% of total shares	% Change during the year
Baiju Shah	6,28,261	2,62,000	8,90,261	9.07%	41.70%
Binoy Shah	13,69,600	-	13,69,600	13.95%	-
Ila Shah	6,60,872	2,62,000	9,22,872	9.40%	39.64%
Mihir Shah	11,41,250	-	11,41,250	11.63%	-
Pragna Shah	5,39,887	2,62,000	8,01,887	8.17%	48.53%
Prakash Shah	6,75,426	2,62,000	9,37,426	9.55%	38.79%
Ami Shah	3,07,720	2,62,000	5,69,720	5.80%	85.14%

## Note 15 : Reserves &amp; Surplus

Particulars	As at 31st March, 2023	As at 31st March, 2022
Share Premium	99,855.13	43,885.00
General Reserve	63,665.78	63,665.78
Surplus in Statement of profit & loss	(84,861.18)	(96,907.57)
Money Received Against Share Warrant	-	18,169.41
Accumulated other comprehensive income - Actuarial Gains/(Losses)	25.85	533.52
<b>Total</b>	<b>78,685.58</b>	<b>29,346.14</b>



Notes to Standalone Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>A) Share Premium Account</b>		
Opening Balance	43,885.00	-
Add: Transferred on Issue of shares during the year	55,970.13	43,885.00
Closing Balance	99,855.13	43,885.00
<b>B) General Reserve Account</b>		
Opening Balance	63,665.78	63,665.78
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing Balance	63,665.78	63,665.78
<b>C) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	(96,907.57)	(1,02,322.60)
Add/(Less): profit/(loss) for the year	12,046.39	5,415.03
Closing Balance	(84,861.18)	(96,907.57)
<b>D) Money Received Against Share Warrant</b>		
Opening Balance	18,169.41	-
Add: Amount Received during the year	54,508.22	75,154.41
Less : Transferred on Issue of shares during the year	(72,677.63)	(56,985.00)
Closing Balance	-	18,169.41
<b>E) Other Comprehensive income</b>		
Opening Balance	533.52	747.71
Add/(Less): for the year	(507.67)	(214.19)
Closing balance	25.85	533.52
<b>Total</b>	<b>78,685.58</b>	<b>29,346.14</b>

**Note 16 : Long Term Borrowings**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Secured</b>		
Term Loans		
- From Banks	1,607.55	11,473.94
<b>Total</b>	<b>1,607.55</b>	<b>11,473.94</b>
<b>Terms and Conditions</b>		
a) Term loan from Apna Sahakari Bank Ltd is secured mortgage of office premises situated at Building No 8, Jogani Industrial Complex, Chunabhatti, Mumbai		
b) Repayment Profile of Term Loans is as set out below:		
Nature of Loan	Rate of Interest (%)	Balance No of Installments
Apna Sahakari Bank Ltd	10.25	19
		Installments ending on
		October 2024

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 17 - Long Term Provisions**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	36.53	-
Provision for Leave Encashment	58.29	76.23
<b>Total</b>	<b>94.82</b>	<b>76.23</b>

**Note 18 : Short Term Borrowing**

Particulars	As at 31st March, 2023	As at 31st March, 2021
Current Maturities of Long Term Debts <b>Unsecured</b> <b>From Related Parties</b>	9,106.64	7,419.53
From Directors, Payable on demand	-	73,065.41
<b>Total</b>	<b>9,106.64</b>	<b>80,484.94</b>

**Note 19 : Trade Payables**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Trade Payables:</b>		
Total outstanding dues of micro enterprises and small enterprises*	3,097.03	10,911.23
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,236.81	537.32
<b>Total</b>	<b>4,333.83</b>	<b>11,448.55</b>

\*The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small medium Enterprises Development Act, 2006. accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2023 and March 31, 2022 a has been made in the financial statements based on the information received and available with the Company.

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year/ period: Principal Interest	3,097.03 -	10,911.23 -
Total	3,097.03	10,911.23
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-



Notes to Standalone Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

Trade payables ageing schedule for the year ended on 31 March, 2023

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1,138.31	1,958.72	-	-	-	3,097.03
Others	716.69	520.12	-	-	-	1,236.81
<b>Total</b>	<b>1,854.99</b>	<b>2,478.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,333.83</b>

Trade payables ageing schedule for the year ended on 31 March, 2022

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1,224.85	9,686.38	-	-	-	10,911.23
Others	116.12	421.20	-	-	-	537.32
<b>Total</b>	<b>1,340.97</b>	<b>10,107.58</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,448.55</b>

Note 20 : Other Financial Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Other Payables: Sundry Creditors for Expenses	3,704.85	3,687.48
<b>Total</b>	<b>3,704.85</b>	<b>3,687.48</b>

Note 21 - Other current liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Remittances	76.62	551.08
Advances from Customers	1,173.70	48.10
<b>Total</b>	<b>1,250.33</b>	<b>599.18</b>

Note 22 - Short-Term Provision

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	17.51	63.23
Provision for Leave Encashment	2.53	3.18
<b>Total</b>	<b>20.04</b>	<b>66.41</b>

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 23 : Revenue from Operations**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Goods	74,738.00	71,498.89
<b>Total</b>	<b>74,738.00</b>	<b>71,498.89</b>

**Note 24 : Other Income**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Received on FDR	20.61	7.55
Interest Received on IT Refund	0.98	7.35
Duty Drawback Received	666.70	616.44
Interest on Security Deposit	18.10	-
Exchange Gain	1,331.09	804.61
Interest on unsecured loans	1,490.75	-
Rent Received	180.00	180.00
<b>Total</b>	<b>3,708.23</b>	<b>1,615.95</b>

**Note 25 : Cost of Material Consumed**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock	3,955.17	5,798.60
Add:- Purchases during the year	18,263.96	17,188.66
	22,219.12	22,987.26
Less: - Closing Stock	3,368.08	3,955.17
<b>Total</b>	<b>18,851.04</b>	<b>19,032.09</b>

**Note 26 : Purchase of Stock In Trade**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock of Finished Goods Traded	3,993.57	-
Add: Purchases during the year	14,290.94	18,821.83
	18,284.51	18,821.83
Less: Closing Stock of Finished Goods Traded	2,388.43	3,993.57
<b>Total</b>	<b>15,896.08</b>	<b>14,828.26</b>

**Note 27 : Employee Benefits Expenses**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and Wages	5,350.33	4,625.57
Bonus & Exgratia	333.37	261.79
Staff Welfare Expenses	60.66	53.37
Gratuity Paid	(399.03)	42.50
Employer's Contribution to Provident Fund	162.14	159.10
Contribution to ESIC	4.42	16.74
Leave encashment	9.38	18.42
<b>Total</b>	<b>5,521.27</b>	<b>5,177.50</b>





**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 28 : Finance Cost**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Bank Charges & Commission	230.76	230.82
Interest Paid to Bank - Term Loan	1,558.15	2,325.26
Interest Paid on Unsecured Loans	-	4,416.81
Interest paid to Others	646.41	41.31
Interest expenses on unwinding of discounts	54.57	39.55
<b>Total</b>	<b>2,489.89</b>	<b>7,053.75</b>

**Note 29 : Depreciation and amortization expense**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on property, plant and equipment	671.92	446.78
Amortisation of intangible assets	6.03	-
<b>Total</b>	<b>677.94</b>	<b>446.78</b>

**Note 30 : Other Expenses**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(A) Manufacturing Expenses</b>		
Analytical Charges, Chemical & Glassware Consumed	294.76	185.85
Power & Fuel Consumed	24.59	976.97
Factory Expenses	7.56	7.23
Freight & Octroi	212.42	243.61
Loading Unloading & Packing Charges	89.06	135.58
License Fees	97.50	4.50
Job Work Charges Paid	3,115.87	4,258.38
Repair & Maintenance		
-Other	103.36	713.21
Security Charges	384.38	397.31
	<b>4,329.51</b>	<b>6,922.64</b>
<b>(B) Selling and Distribution Expenses</b>		
Advertisement Expenses	62.10	102.06
CHA Charges	758.19	772.52
Freight & Octroi (Export & Outward)	7,050.52	4,983.44
Export Expenses	3.88	-
Export Insurance	70.07	52.87
Product Development & Registration Charges	5.69	125.28
Travelling Expenses	29.07	125.05
	<b>7,979.52</b>	<b>6,161.21</b>

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 30 : Other Expenses (Contd.)**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(C) Administrative and General Expenses</b>		
Rent Rates & Taxes	877.04	320.36
Insurance	364.25	734.29
Legal & Professional Fees	2,581.16	1,004.66
Payment to Auditors		
<b>As auditor :</b>		
- Statutory and Tax audit fees	250.00	250.00
<b>In other capacity:</b>		
- Taxation Matters	-	-
- Other matters	20.00	-
ROC Filing Fees	5.80	295.10
Office Expenses	8.24	7.36
Conveyance	178.39	148.91
Sundry Balances W/off	113.60	718.52
Printing & Stationery	62.90	48.99
Telephone Expenses	56.13	44.50
Postage & Courier	79.05	101.42
Motor Car Expenses	38.86	17.68
Electricity Charges	138.19	132.17
Membership & subscription	16.43	85.43
Other Expenses	886.87	66.59
Listing Fees	300.00	480.00
Expected credit losses	67.33	1,238.38
Loss on Impairment of asset	387.50	-
	<b>6,431.74</b>	<b>5,694.35</b>
<b>Total</b>	<b>18,740.76</b>	<b>18,778.20</b>

**31 Income taxes**

**(a) Tax expense recognised in the Statement of profit and loss:**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current tax</b>		
Current year	-	-
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
Relating to origination and reversal of temporary difference	4,222.84	2,383.22
<b>Total deferred income tax expense/(credit)</b>	<b>4,222.84</b>	<b>2,383.22</b>
<b>Total income tax expense/(credit)</b>	<b>4,222.84</b>	<b>2,383.22</b>



## Notes to Standalone Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:

**(b) Reconciliation of effective tax rate**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit /(loss) before taxation	16,269.24	7,798.25
Enacted income tax rate in India	25.168%	25.168%
Tax at the enacted income tax rate	4,094.64	1,962.66
<b>Reconciliation line items:</b>		
Tax credits not recognised	(128.20)	(420.56)
Tax pertaining to Earlier Years	-	-
Others	-	-
<b>Tax expense/ (credit)</b>	<b>4,222.84</b>	<b>2,383.22</b>

**(c) The movement in deferred tax assets and liabilities during the year ended March 31, 2023 and March 31, 2022 :**

Particulars	As at April 01, 2022	Credit/ (charge) in Statement of profit and loss	As at March 31, 2023
<b>Deferred tax assets/(liabilities)</b>			
On losses and unabsorbed depreciation	17,025.97	(3,963.03)	13,062.93
On account of depreciation	(6,187.94)	(200.26)	(6,388.20)
On expenses allowable on payment basis	(82.29)	111.20	28.91
	<b>10,755.74</b>	<b>(4,052.10)</b>	<b>6,703.64</b>

Particulars	As at April 01, 2021	Credit/ (charge) in Statement of profit and loss	As at March 31, 2022
<b>Deferred tax assets/(liabilities)</b>			
On losses and unabsorbed depreciation	18,928.81	(1,902.84)	17,025.97
On account of depreciation	(5,886.98)	(300.96)	(6,187.94)
On expenses allowable on payment basis	25.10	(107.38)	(82.29)
	<b>13,066.92</b>	<b>(2,311.18)</b>	<b>10,755.74</b>

**32 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"**

**i) Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

The disclosure in respect of the defined Gratuity Plan are given below:

**A. Balance Sheet**

Particulars	Defined benefit plans	
	As at March 31, 2023	As at March 31, 2022
Present value of plan liabilities	972.18	652.21
Fair value of plan assets	918.14	1,058.57
<b>Asset/(Liability) recognised</b>	<b>54.04</b>	<b>(406.36)</b>

**B. Movements in plan assets and plan liabilities**

Particulars	Present value of obligations	Fair Value of Plan assets
<b>As at 1st April 2022</b>	<b>652.21</b>	<b>1,058.57</b>
Current service cost	52.51	-
Past service cost	-	-
Interest Cost/(Income)	44.21	85.66
Return on plan assets excluding amounts included in net finance income/cost	-	(447.72)
Actuarial (gain)/loss arising from changes in financial assumptions	(47.96)	-
Actuarial (gain)/loss arising from experience adjustments	279.16	-
Employer's contribution	-	229.57
Other (Employee Contribution, Taxes, Expenses)	(7.94)	(7.94)
Benefit payments	-	-
<b>As at 31st March 2023</b>	<b>972.18</b>	<b>918.14</b>

Particulars	Present value of obligations	Fair Value of Plan assets
<b>As at 1st April 2021</b>	<b>519.97</b>	<b>850.41</b>
Current service cost	78.67	-
Past service cost	-	-
Interest Cost/(Income)	26.50	62.67
Return on plan assets excluding amounts included in net finance income/cost	-	8.47
Actuarial (gain)/loss arising from changes in financial assumptions	(7.01)	-
Actuarial (gain)/loss arising from experience adjustments	284.20	-
Employer's contribution	-	137.03
Benefit payments	(250.13)	-
<b>As at 31st March 2022</b>	<b>652.21</b>	<b>1,058.57</b>



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**C. Statement of Profit and Loss**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Employees Benefit Expenses:</b>		
Current service cost	52.51	78.67
Interest cost/(income)	(41.45)	(36.17)
<b>Total amount recognised in Statement of Profit &amp; Loss</b>	<b>11.06</b>	<b>42.50</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Return on plan assets excluding amounts included in net finance income/(cost)	447.72	(8.47)
Actuarial gains/(losses) arising from changes in financial assumptions	(47.96)	(7.01)
Experience gains/(losses)	279.16	284.20
<b>Total amount recognised in Other Comprehensive Income</b>	<b>678.92</b>	<b>268.73</b>

**D. Assumptions**

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

**The significant actuarial assumptions were as follows:**

	As at March 31, 2023	As at March 31, 2022
<b>Financial Assumptions</b>		
Discount rate	7.30%	6.82%
Salary Escalation Rate	5.00%	5.00%

**E. Major categories of plan assets of the fair value of the total plan assets are as follows:**

	As at March 31, 2023	As at March 31, 2022
Insurance policies	100%	100%

**F. Sensitivity**

**The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:**

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1.00%	882.16	1,075.95
Salary Escalation Rate	1.00%	1,082.38	875.30

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**G. The defined benefit obligations shall mature after year end 31st March, 2023 as follows:**

Year ending March 31, 2023	Defined benefit obligation
2024	17.51
2025	18.66
2026	19.96
2027	21.43
2028	22.86
Thereafter	630.88

The weighted average duration of the defined benefit obligation is 14.03

**33 Contingent liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the Company not acknowledged as debts		
(i) Guarantees given by banks	-	-
(ii) Liabilities that may arise in respect of disputed matters in relation to		
- Excise duty	6,317.00	6,317.00
- Transfer of Lease Rights for plots situated at Silvassa	16,464.95	16,464.95
	<b>22,781.95</b>	<b>22,781.95</b>

**Note:** - The Company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

**34 Commitments**

**The Company does not have any commitments (including capital commitments) as on March 31, 2023. (As at March 31, 2022 - Nil)**

**35 Earning Per share**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax available for equity shareholders	12,046.39	5,415.03
Weighted average number of equity shares	1,10,69,073	85,12,044
Nominal value of equity shares	10	10
Basic and diluted Earning Per Share (In Rupees)	1.09	0.64

**36 Net debt reconciliations**

Particulars	As at March 31, 2023	As at March 31, 2022
Non-Current borrowings	1,607.55	11,473.94
Current borrowings (including current maturities)	9,106.64	80,484.94
	<b>10,714.19</b>	<b>91,958.88</b>



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

<b>Changes in liability arising from financing activities</b>	<b>For the year ended March 31, 2023</b>
<b>Net debt as at April 01, 2022</b>	<b>91,958.88</b>
Cash flows	(81,299.25)
Unwinding of discounts on Interest free loan	54.57
Borrowing cost	-
<b>Net debt as at March 31, 2023</b>	<b>10,714.19</b>

### 37 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values: 1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments. 2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**The carrying amounts and fair values of financial instruments by category are as follows:**

**As at 31st March, 2023**

	<b>FVOCI</b>	<b>FVTPL</b>	<b>Amortised cost</b>	<b>Total fair value</b>	<b>Carrying amount</b>
<b>Financial Assets</b>					
Investments	-	-	507.98	507.98	507.98
Trade receivables	-	-	10,797.14	10,797.14	10,797.14
Cash and cash equivalents	-	-	12,663.93	12,663.93	12,663.93
Other bank balances	-	-	155.14	155.14	155.14
Loans	-	-	29,307.94	29,307.94	29,307.94
Other financial assets	-	-	24.80	24.80	24.80
<b>Total</b>	-	-	<b>53,456.92</b>	<b>53,456.92</b>	<b>53,456.92</b>
<b>Financial Liabilities</b>					
Borrowings	-	-	10,714.19	10,714.19	10,714.19
Trade payables	-	-	4,333.83	4,333.83	4,333.83
Others	-	-	3,704.85	3,704.85	3,704.85
<b>Total</b>	-	-	<b>18,752.87</b>	<b>18,752.87</b>	<b>18,752.87</b>

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

As at March 31, 2022

	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
<b>Financial Assets</b>					
Investments	-	-	895.48	895.48	895.48
Trade receivables	-	-	18,593.94	18,593.94	18,593.94
Cash and cash equivalents	-	-	43,329.34	43,329.34	43,329.34
Other bank balances	-	-	134.54	134.54	134.54
Loans	-	-	569.06	569.06	569.06
Other financial assets	-	-	494.40	494.40	494.40
<b>Total</b>	-	-	<b>64,016.74</b>	<b>64,016.74</b>	<b>64,016.74</b>
<b>Financial Liabilities</b>					
Borrowings	-	-	91,958.88	91,958.88	91,958.88
Trade payables	-	-	11,448.55	11,448.55	11,448.55
Others	-	-	3,687.48	3,687.48	3,687.48
<b>Total</b>	-	-	<b>1,07,094.91</b>	<b>1,07,094.91</b>	<b>1,07,094.91</b>

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

### 38 Financial risk factors

The Company's principal financial liabilities comprises of loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide support to its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

#### (a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.

#### (I) The following is the contractual maturities of the financial liabilities:

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
<b>As at 31st March, 2023</b>				
Non-derivative liabilities				
Borrowings	10,714.19	-	9,106.64	1,607.55
Trade payables	4,333.83	-	4,333.83	-
Other financial liabilities	3,704.85	-	3,704.85	-
	<b>18,752.87</b>	-	<b>17,145.32</b>	<b>1,607.55</b>
<b>As at 31st March, 2022</b>				
Non-derivative liabilities				
Borrowings	91,958.88	73,065.41	7,419.53	11,473.94
Trade payables	11,448.55	-	11,448.55	-
Other financial liabilities	3,687.48	-	3,687.48	-
	<b>1,07,094.91</b>	<b>73,065.41</b>	<b>22,555.56</b>	<b>11,473.94</b>





**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**(b) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

**(i) Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

**Unhedged Foreign currency exposure**

Particulars	Trade receivables	
	In Foreign Currency	In INR
<b>As at March 31, 2023</b>		
- USD	55.95	4,608.63
<b>As at March 31, 2022</b>		
- USD	112.12	8,542.05

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to Interest rate risk	As at March 31, 2023	As at March 31, 2022
Total borrowings	10,714.19	91,958.88
% of Borrowings out of above bearing variable rate of interest	100.00%	20.55%

**Interest rate sensitivity**

A change of 50 bps in interest rates would have following Impact on profit before tax:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
50 bp increase would decrease the profit before tax by	53.57	94.47
50 bp decrease would increase the profit before tax by	(53.57)	(94.47)

**Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(All amounts in ₹ '000, unless otherwise stated)

**(c) Exposure to the Credit risks**

<b>Exposure to the Credit risks</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL) - Trade Receivables	10,797.14	18,593.94

**Trade and other receivables**

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counter party.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counter party's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty.

**Ageing of the accounts receivables**

	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
< 180 days	10,797.14	17,297.70
> 180 days	-	1,296.24
	<b>10,797.14</b>	<b>18,593.94</b>

**39 (a) Financial risk factors****Capital risk management****The Company's objectives when managing capital are to :**

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders, etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Total equity	1,93,541.74	1,27,494.80
Net debt (Total borrowings less cash and cash equivalents)	(1,949.73)	48,629.53
<b>Total capital (Borrowings and Equity)</b>	<b>1,91,592.00</b>	<b>1,76,124.33</b>
<b>Gearing ratio</b>	<b>-1.02%</b>	<b>27.61%</b>

**(b) Dividends**

The Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Company's dividend policy.



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

**40 Segment Reporting**

The Company's Board of Directors consisting of Managing Director has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Company is primarily engaged in the business of Manufacture of Pharmaceuticals, Medicinal products and the management considers these business activities as a single reportable segment.

**41 Related party disclosure under Ind AS 24**

**Name of related parties and description of relationship**

**(a) Subsidiary**

Naxpar Pharma Pvt. Ltd.

**(b) Key managerial personnel**

Mr. Prakash M. Shah, Director

Mr. Baiju M. Shah, Director

Ms. Ami M. Shah, Director

**(c) Relative of key managerial personnel**

Mr. Binoy B. Shah, Son of Mr. Baiju M. Shah

**(d) Concern in which KMP and/or Relatives of KMP is interested**

M/s. Naxpar Health Concepts Pvt. Ltd.

M/s. Naxpar Medicamentos LLP

M/s. Naxpar Pharma FZ LLC

**Transactions with Related parties**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Sale of Material</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	0.80	3,007.00
- Naxpar Medicamentos LLP	-	2,106.00
- Naxpar Pharma FZ LLC	848.35	197.56
<b>Purchase of Material</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	9,674.21	13,864.80
- Naxpar Health Concepts Pvt. Ltd.	3,905.86	2,562.45
<b>Rent Received</b>		
- Naxpar Medicamentos LLP	180.00	180.00
<b>Interest received on loan</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	1,490.75	-
<b>Interest paid on loan</b>		
- Mrs. Ami M Shah	-	4,416.81
<b>Loan given</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	40,000.00	-
<b>Loan given received back</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	12,500.00	-
<b>Loan taken</b>		
- Mr. Baiju M Shah	400.00	16,050.00
<b>Loan repaid</b>		
- Mr. Baiju M Shah	14,645.42	18,924.22
- Mr. Prakash M Shah	3,041.75	8,660.00
- Mrs. Ami M Shah	55,778.24	7,200.00

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Balances as at**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Receivable</b>		
- Naxpar Medicamentos LLP	-	2,592.18
- Naxpar Pharma FZ LLC	-	1,083.84
	-	-
<b>Payables</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	-	6,282.49
- Naxpar Health Concepts Pvt. Ltd.	-	21.71
- Mr. Binoy B Shah, KMP	-	538.81
<b>Loans given</b>		
- Naxpar Pharma Pvt. Ltd., Subsidiary	28,841.68	-
<b>Unsecured loan from</b>		
- Mr. Prakash M Shah	-	3,041.75
- Mr. Baiju M Shah	-	14,245.42
- Mrs. Ami M Shah	-	55,778.24
	-	-
<b>Deposit receivable</b>		
- Naxpar Medicamentos LLP	30.00	30.00

**42 Leases****The Company as a Lessor****Leasing Arrangements**

The Company has entered into operating lease arrangements for premises. These arrangements are cancellable in nature and range between one to three years. Lease rental income earned by the Company is set out in Note 24 as 'Rent Received'.

**43 Title deeds of immovable properties not held in the name of the Company**

The title deeds of all the immovable properties, (other than those that have been taken on lease) disclosed in the financial statements included in property, plant equipment, are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as non current assets held for sale as at the balance sheet date, the lease agreements are duly executed in favour of the Company, except for the following:

Relevant line item in the Balance sheet	Description of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is promoter, director or their relative or employee	Period held	Reason for not being held in name of Company *
Non current assets held for sale	Plot No 74, Govt. Industrial Estate, Masat, Silvassa	1,947.33	Parnax Lab Private Limited	NA	The Company holds possession from date of Merger	Parnax Lab Private Limited and Naxpar Lab Private Limited merged with the Company vide merger order dated December 2, 2011, still not transferred in the name of Company
Non current assets held for sale	Plot No 121, Govt. Industrial Estate, Masat, Silvassa	2,107.40	Parnax Lab Private Limited	NA	The Company holds possession from date of Merger	
Non current assets held for sale	Plot No 120, Govt. Industrial Estate, Masat, Silvassa	1,516.18	Naxpar Lab Private Limited	NA	The Company holds possession from date of Merger	



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**44 Note on Corporate Social Responsibility**

As per Section 135 of the Companies Act, 2013, the Company is not meeting the applicable threshold and needs not to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

**45 Borrowings secured against current assets**

The Company do not have any borrowing from banks or financial institutions on the basis if security of current assets.

**46 Registration of charges or satisfaction with Registrar of Companies (ROC)**

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**47 Ratios**

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Particulars	Numerator	Denominator	31st March 2023	31st March 2022	% of change compared to previous year
Current Ratio*	Current Asstes	Current Liabilities	3.53	0.85	316.41
Debt-Equity Ratio*	Total Debt	Shareholder's Equity	0.01	0.09	-90.77
Debt Service Coverage Ratio*	Earnings Available for Debt Service	Debt Service	1.23	0.89	38.01
Return on Equity (ROE)	Net Profit After Taxes	Average Shareholder's Equity	7.50%	6.20%	21.01
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	5.07	4.93	2.93
Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable	5.09	6.24	-18.48
Trade Payables Turnover Ratio*	Net Credit Purchase	Average Trade Payables	4.13	3.15	30.96
Net Capital Turnover Ratio*	Net Sales	Working Capital	4.70	(1.35)	-446.83
Net Profit Ratio*	Net Profit	Net Sales	16.12%	7.57%	112.82
Return On Capital Employed (ROCE)	Earning Before Interest and Taxes	Capital Employed	9.61%	10.68%	-10.05
Return On Investment (ROI)					
Unquoted	Income Generated from Investments	Time Weighted Investments	NA	NA	
Quoted	Income Generated from Investments	Time Weighted Investments	NA	NA	

**Reasons where the changes is more than 25%**

\* Improvement in margins during the year and amount received on issue of warrents/shares, has resulted in the change in the ratio

**48 Details of Benami Property Held**

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**49 Relationship with Struck off Companies**

The Company has not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.

**Notes to Standalone Financial Statements for the year ended 31st March, 2023****(All amounts in ₹ '000, unless otherwise stated)****50 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

**51 Utilisation of Borrowed funds and share premium**

The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**52 Undisclosed income**

The Company does not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

**53 Wilful Defaulter**

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

**54 Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended 31 March 2023 and 31 March 2022.

**55 Compliance with approved Scheme(s) of Arrangements**

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and / or Shareholders of the Company or competent authority during the year ended 31 March 2023 and 31 March 2022 or in earlier years.

**56 Event after reporting date**

There have been no events after the reporting date.

**57 Recent accounting and other pronouncements:****A) New Standards issued or amendments to the existing standard but not yet effective:**

"Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:"

- (a) Ind AS 1 - Presentation of Financial Statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.
- (b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.
- (c) Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.



**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

**(All amounts in ₹ '000, unless otherwise stated)**

- 58** The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.
- 59** The financial statements were approved for issue by the Board of Directors on May 30, 2023
- 60** The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

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**As per our report of even date**

**For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W**

**Sd/-**

**CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBS3094  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023**

**For and on behalf of the Board of Directors  
of Parnax Lab Ltd.**

**Sd/-**

**Prakash M. Shah  
Director & CEO  
DIN 00440980**

**Sd/-**

**Baiju M. Shah  
Managing Director & CFO  
DIN 00440806**

**Sd/-**

**Preet Kukreja  
Company Secretary**

**CONSOLIDATED  
FINANCIAL STATEMENTS**





**INDEPENDENT AUDITOR'S REPORT**

**To the Members of Parnax Lab Limited**

**Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of **Parnax Lab Limited** (hereinafter referred to as “the Holding Company”) and its subsidiary Naxpar Pharma Private Limited (the holding company and its subsidiary constitute “the Group”) which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income) the consolidated Cash Flow Statement and the Statement of changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as “the consolidated financial statements”).
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor on separate financial statement of subsidiary referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

**Basis of Opinion**

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditor in terms of their reports referred in the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. <b>The Key Audit Matter</b>	<b>How was the matter addressed in our audit</b>
<p>Revenue is recognised when control of the products being sold has been transferred to the customer. The timing of revenue recognition is relevant to the reported performance of the Company.</p> <p>We identified revenue recognition as a key audit matter because there is presumed fraud risk of revenue being overstated at period end by recognising certain transactions as revenue though control over those goods may not have transferred to the customers as at year-end by changing the timing of transfer of control.</p>	<p>In view of significance of the matter we applied following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• Evaluated compliance of the revenue recognition accounting policies by comparing with Ind AS 115 “Revenue from Contracts with Customers”.</li> <li>• Tested the design, implementation and operating effectiveness of the Company’s general IT controls and manual controls over the Company’s systems which governs recording of revenue, creation of new customers and key controls over revenue cut-off in the general ledger.</li> <li>• Performed substantive testing by selecting statistical samples of revenue transactions recorded during the year and year-end cut-off testing by verifying the underlying documents, which include testing contractual terms of sale contracts / invoices, shipping documents and proof of delivery to test evidence for transfer of control.</li> <li>• Evaluated adequacy of disclosures in relation to revenue in the standalone financial statements.</li> </ul>

**Information other than the financial statements and auditors' report thereon**

6. The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditor, to the extent it relates to these entities and in doing so, place reliance on the work of the other auditor and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

**Management's Responsibility for the Consolidated Financial Statements**

9. The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated Statement of changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.
  - We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

16. We did not audit the financial statements and other financial information, in respect of subsidiary, whose financial statements include total assets of Rs. 13724.15 Lakhs as at March 31, 2023, and total revenues of Rs. 16165.11 Lakhs and net cash outflows of Rs. 1.61 Lakhs for the year ended on that date as considered in the consolidated financial statements. These financial statement have been audited by other auditors, whose report have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of such other auditors

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

#### **Report on other Legal and Regulatory Requirements**

17. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiary referred to in the Other Matters section above, we report, to the extent applicable that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Cash Flow Statement and the Consolidated Statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2023, and taken on record by the Board of Directors of the Holding Company and on the basis of the report of the statutory auditor of its subsidiary company, none of the directors of the Group is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary company to whom internal financial controls over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary company incorporated in India, the remuneration paid by the Parent Company and such subsidiary company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiary, as noted in the 'Other Matters' paragraph:
  - i) The Consolidated financial statements disclosed the impact of pending litigation as at 31st March 2023 on the consolidated financial position of the Group – Refer Note 35 to the consolidated financial statements;
  - ii) The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
  - iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group.
  - iv) (a) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary, that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiary, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The respective managements of the Holding Company and its subsidiary, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.



- v) No dividend has been declared or paid during the year by the Holding Company and its subsidiary company, incorporated in India.
- vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

18. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of subsidiaries included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks

**For C. N. Patel & Co.**

Chartered Accountants

Firm Registration No.: 112552W

Sd/-

**(CA Manish Mandhana)**

Partner

M.No.: 112026

Place : Mumbai

Dated : 30th May, 2023

UDIN : 23112026BGVHBT4835

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#### **Annexure A to the Independent Auditors' Report**

Referred to as "Annexure A" in paragraph 17(f) under Independent Auditors' Report of even date to the members of Parnax Lab Limited on the consolidated financial statements for the year ended on 31st March, 2023.

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of Parnax Lab Limited ("the Holding Company") and its subsidiary company, which are incorporated in India, as on 31st March, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and audit evidence obtained by the other auditors of the subsidiary company, in terms of the their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls system over financial reporting of the Holding company and its subsidiary.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion to the best of our information and according to explanations given to us and based on the consideration of the report of other auditors referred to in the Other Matter paragraph below, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note.

**Other Matters**

9. Our report under Section 143(3)(I) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these one (1) subsidiary, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary incorporated in India.

Our report is not modified in respect of the above matters.

**For C. N. Patel & Co.**

Chartered Accountants  
Firm Registration No.: 112552W

**(CA Manish Mandhana)**

Partner  
M.No.: 112026  
Place :Mumbai  
Dated :30th May, 2023  
UDIN : 23112026BGVHBT4835



**Consolidated Balance Sheet as at 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>I</b>	<b>ASSETS</b>			
	<b>1. Non - Current Assets</b>			
	(a) Property, plant and equipment	2	7,28,591.14	6,83,047.68
	(b) Capital Work in Progress	3	23,298.92	33,423.90
	(c) Intangible assets	4	2,330.89	915.52
	(d) Right-of-use-asset	44	37,141.05	35,513.07
	(e) Financial assets			
	(i) Investments	5	1,607.98	2,246.48
	(ii) Other financial assets	6	5,817.92	5,378.74
	(f) Other non current assets	7	41,306.27	26,449.22
			<b>8,40,094.16</b>	<b>7,86,974.60</b>
	<b>2. Current Assets</b>			
	(a) Inventories	8	2,16,869.21	1,99,283.92
	(b) Financial assets			
	(i) Trade Receivable	9	2,78,926.21	3,80,753.74
	(ii) Cash and Cash Equivalents	10	12,794.77	43,621.19
	(iii) Bank balances other than (ii) above	11	15,014.99	14,188.65
	(iv) Loans	12	4,266.91	4,750.33
	(c) Current tax assets(net)		1,816.72	7,169.88
	(d) Other current assets	13	43,540.97	60,488.28
			<b>5,73,229.77</b>	<b>7,10,255.99</b>
	<b>3. Assets classified as held for disposal</b>	<b>14</b>	<b>37,405.13</b>	<b>37,405.13</b>
	<b>TOTAL ASSETS</b>		<b>14,50,729.07</b>	<b>15,34,635.72</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1. Equity</b>			
	(a) Share Capital	15	1,14,856.16	98,148.66
	(b) Other equity	16	5,06,684.94	3,83,715.39
	<b>Equity attributable to owners</b>		<b>6,21,541.10</b>	<b>4,81,864.05</b>
	Non-Controlling Interest		1,066.77	919.21
	<b>Total equity</b>		<b>6,22,607.87</b>	<b>4,82,783.26</b>
	<b>2. Liabilities</b>			
	<b>Non-Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Long term borrowings	17	1,20,237.86	1,74,106.20
	(ii) Lease Liabilities	44	33,107.52	31,561.50
	(b) Long term provisions	18	5,082.31	4,744.86
	(c) Deferred tax liabilities (net)	33	39,276.68	31,667.83
			<b>1,97,704.37</b>	<b>2,42,080.39</b>
	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Short term borrowings	19	3,88,762.23	4,80,579.91
	(ii) Trade Payables	20		
	- Total outstanding dues of micro enterprises and small enterprises		51,005.23	1,21,836.88
	- Total outstanding dues of creditors other than micro enterprises and small enterprises		96,629.65	98,941.67
	(iii) Lease Liabilities	44	5,083.39	4,485.89
	(iv) Other financial Liabilities	21	75,234.50	89,491.03
	(b) Other current liabilities	22	7,915.82	8,030.42
	(c) Short Term Provision	23	2,319.81	910.44
	(d) Current tax liability (net)		3,466.21	5,495.83
			<b>6,30,416.83</b>	<b>8,09,772.08</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>14,50,729.07</b>	<b>15,34,635.72</b>
	Significant Accounting Policies	1		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBT4835  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from Operations	24	16,76,068.75	16,30,316.62
II	Other Income	25	7,722.48	3,297.22
III	<b>Total Income (I + II)</b>		<b>16,83,791.23</b>	<b>16,33,613.84</b>
IV	<b>Expenses</b>			
	Cost of Materials Consumed	26	8,86,478.54	9,11,301.79
	Purchase of Stock In Trade	27	7,000.15	1,711.03
	Change in Inventories	28	(5,337.28)	(16,577.86)
	Employee Benefit Expenses	29	2,00,530.60	1,74,297.74
	Finance Cost	30	49,509.59	52,302.63
	Depreciation and Amortization Expense	31	65,290.72	58,655.19
	Other Expenses	32	3,57,522.09	3,29,280.94
	<b>Total Expenses</b>		<b>15,60,994.42</b>	<b>15,10,971.45</b>
V	Profit / (Loss) before tax (III-IV)		<b>1,22,796.81</b>	<b>1,22,642.39</b>
VI	Tax Expense:	33		
	(a) Current Tax		30,400.00	26,700.00
	(b) Deferred Tax (Asset) / Liability		7,974.77	13,358.55
	(c) Short (Excess) Prov for Tax for Earlier Years		(1,908.41)	1.00
			<b>36,466.36</b>	<b>40,059.55</b>
VII	Profit / (Loss) after tax (V-VI)		<b>86,330.45</b>	<b>82,582.84</b>
VIII	<b>Other Comprehensive Income</b>			
	A. (i) Items that will not be reclassified to profit & loss			
	Remeasurements of post-employment benefit obligations		(1,379.97)	(1,593.11)
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss		365.92	435.61
	<b>Total Other Comprehensive income</b>		<b>(1,014.06)</b>	<b>(1,157.50)</b>
	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR(VII+VIII)</b>		<b>85,316.39</b>	<b>81,425.34</b>
	<b>Total profit/(loss) for the year attributable to:</b>			
	- Owners of the Company		86,181.88	82,428.50
	- Non-controlling interests		148.57	154.34
	<b>Other Comprehensive income attributable to :</b>			
	- Owners of the Company		(1,013.04)	(1,155.61)
	- Non-controlling interests		(1.01)	(1.89)
	<i>Total Comprehensive income attributable to:</i>			
	- Owners of the Company		85,168.84	81,272.89
	- Non-controlling interests		147.56	152.45
IX	<b>Earnings Per Equity Share of Rs.10/- each :</b>			
	Weighted average no. of shares (Basic & Diluted)		1,10,69,073	85,12,044
	Basic & Dilute Earning Per Share (Rs.)		7.80	9.70
	<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBT4835  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary





**Consolidated Cash Flow Statement for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	1,22,796.81	1,22,642.39
<b>Adjustments for</b>		
Depreciation	65,290.72	58,655.19
Finance Cost	49,509.59	52,302.63
(Profit) Loss on sale of Property, plant & equipments	(115.39)	(31.00)
Sundry Balances written off	2,275.69	487.28
Interest & Dividend income	(1,126.10)	(902.00)
<b>Operating Loss Before Working Capital Adjustments</b>	<b>2,38,631.33</b>	<b>2,33,154.49</b>
<b>Changes in Working Capital</b>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(17,585.29)	(91,391.53)
Trade receivables	1,08,110.02	(2,11,825.61)
Other assets (Financials and Non Financial assets)	2,134.49	(33,537.32)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(79,539.77)	1,56,149.31
Other liabilities (Financials and Non Financial assets)	(14,004.30)	35,287.17
<b>Cash generated from operations</b>	<b>2,37,746.49</b>	<b>87,836.51</b>
Direct Tax Paid (Refund) [Net]	28,645.49	2,378.87
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>2,09,101.00</b>	<b>85,457.64</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant & equipment	(1,12,803.27)	(1,78,278.89)
Expenditure on capital work in progress	10,124.99	15,684.16
Expenditure on asset held for disposal	-	-
Investment in fixed deposit	(826.34)	(3,345.86)
Proceeds from sale of fixed assets	2,500.00	50.00
Proceeds/(Purchase) from sale of Non Current Investments	638.50	-
Interest & Dividend income	1,126.10	902.00
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(99,240.03)</b>	<b>(1,64,988.60)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Shares, Warrants	54,508.22	75,154.41
Proceeds from long-term borrowings (net)	(53,868.34)	34,348.24
Proceeds from Short-term borrowings (net)	(91,817.68)	64,137.88
Finance Cost	(49,509.59)	(52,302.63)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(1,40,687.40)</b>	<b>1,21,337.90</b>
<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(30,826.42)</b>	<b>41,806.94</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>43,621.19</b>	<b>1,814.26</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>12,794.77</b>	<b>43,621.19</b>

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBT4835  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary

**Consolidated Statement of Changes in Equity for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**(A) Equity Share Capital**

	Amount
<b>Balance as at April 01, 2021</b>	<b>85,048.66</b>
Changes in share capital during the year	13,100.00
<b>Balance as at March 31, 2022</b>	<b>98,148.66</b>
Changes in share capital during the year	16,707.50
<b>Balance as at March 31, 2023</b>	<b>1,14,856.16</b>

**(B) Other Equity**

	Capital Reserve on Consolidation	Share Premium	General Reserve	Surplus in Statement of profit & loss	Accumulated other comprehensive income - Actuarial Gains/(Losses)	Share Warrant	Total
<b>Balance as at April 01, 2021</b>	<b>1,622.61</b>	-	<b>63,665.78</b>	<b>1,74,303.26</b>	<b>796.43</b>	-	<b>2,40,388.09</b>
Profit/(Loss) for the year	-	-	-	82,428.50	-	-	82,428.50
Amount received during the year	-	43,885.00	-	-	-	75,154.41	1,19,039.41
Transferred on Issue of shares during the year	-	-	-	-	-	(56,985.00)	(56,985.00)
Other comprehensive income for the year	-	-	-	-	(1,155.61)	-	(1,155.61)
<b>Balance as at March 31, 2022</b>	<b>1,622.61</b>	<b>43,885.00</b>	<b>63,665.78</b>	<b>2,56,731.76</b>	<b>(359.18)</b>	<b>18,169.41</b>	<b>3,83,715.39</b>
Profit/(Loss) for the year	-	-	-	86,181.88	-	-	86,181.88
Amount received during the year	-	55,970.13	-	-	-	54,508.22	1,10,478.34
Transferred on Issue of shares during the year	-	-	-	-	-	(72,677.63)	(72,677.63)
Other comprehensive income for the year	-	-	-	-	(1,013.04)	-	(1,013.04)
<b>Balance as at March 31, 2023</b>	<b>1,622.61</b>	<b>99,855.13</b>	<b>63,665.78</b>	<b>3,42,913.65</b>	<b>(1,372.22)</b>	-	<b>5,06,684.94</b>

The accompanying notes are an integral part of these financial statements

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-  
CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBT4835  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-  
Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-  
Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-  
Preet Kukreja  
Company Secretary




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**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

**(All amounts in ₹ in '000, unless otherwise stated)**

**Note 1 :****A. CORPORATE INFORMATION:**

The consolidated financial statements comprises financial statements of Parnax Lab Limited (Parent Company ) and its subsidiary Naxpar Pharma Private Limited (hereinafter to be referred as the Group) for the year ended March 31, 2023.

Parnax Lab Limited is a public Group incorporated under the provisions of the Companies Act, 1956. The Group is principally engaged in the business activities of manufacturing and export of Pharmaceutical Formulations.

**B. SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of Preparation of Financial Statements:**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 8)
- (ii) Defined benefit employee plan (Refer note no. 13)

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**Basis of Consolidation**

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at March 31, 2023.

**Subsidiaries**

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

- (a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- (b) Exposure, or rights, to variable returns from its involvement with the investee
- (c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary.

**Consolidation Procedure****Subsidiaries**

- (a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

- (c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

**Changes in the Group's ownership interest in existing subsidiaries:**

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

The consolidated financial statements are presented in INR, the functional currency of the Group.

**2. Use of Estimates and judgments:**

The preparation of the consolidated financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Note no. - 13

(b) Estimation of current tax expenses and payable - Refer note no. - 14

**3. Property, plant and equipment (PPE):**

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

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**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure and subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Group and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital working-progress".

**4. Intangible assets:**

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

An intangible asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains / losses arising from disposal are recognised in the Statement of Profit and Loss.

Any expected loss is recognized immediately in the Statement of Profit and Loss.

Intangible assets that are ready for use are amortized on a straight line basis.

**5. Depreciation and Amortization:**

**(a) Property plant and equipment (PPE)**

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

**(b) Intangible assets**

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

**6. Investment Properties:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013.

**7. Financial Instruments:**

**Financial assets - Initial recognition:**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023****Subsequent measurement:****Financial assets are subsequently classified as measured at:**

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

**(i) Measured at amortised cost:**

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Measured at fair value through other comprehensive income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

**(iii) Measured at fair value through profit or loss (FVTPL):**

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

**Equity instruments:**

On initial recognition, the Group can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

**Impairment**

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.



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**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

**Derecognition**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

**Financial Liabilities****Initial Recognition and measurement**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

**Subsequent measurement**

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**Loans & Borrowings:**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

**Financial Guarantee Contracts :**

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023****Derivative financial instruments :**

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**8. Fair Value Measurement:**

The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (a) In the principal market for the asset or liability, or (b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above"

**9. Inventory:**

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a First-in First-Out (FIFO). Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**10. Cash and Cash Equivalents:**

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.



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**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**
**11. Foreign Currency Transactions:****a) Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

**b) Measurement of Foreign Currency Items at the Balance Sheet Date**

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

**12. Revenue Recognition:**

Revenue is measured at the value of the consideration received or receivable. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and specific criteria have been met for each of the Group's activities as described below.

**Sale of Goods**

Revenue from sale of goods is recognised when control of the goods is transferred to the buyer as per the terms of the contract. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales are exclusive of Goods and Service Tax (GST).

**Rendering of Services**

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed/rendered.

**Export Incentives**

Export incentives received pursuant to the Duty Drawback Scheme and Merchandise Export from India Scheme (MEIS) are accounted on an accrual basis, to the extent it is probable that realization is certain.

**Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

**Dividend**

Dividend Income is recognized when right to receive the same is established.

**13. Employee Benefits:**

The Group provides following post-employment plans:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund)

**Defined-benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial(gains)/ losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

**b) Defined-contribution plan:**

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

**c) Other employee benefits:**

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

**14. Taxes on Income:**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

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**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**
**15. Borrowing Cost:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

**16. Earnings Per Share:**

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**17. Assets held for disposal:**

The Group classifies non-current assets as held for sale if their current carrying amounts will be recovered principally through a sale rather than through continuing use. Such non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell. Any expected loss is recognised immediately on statement of profit & loss.

Property, plant & equipment once classified as held for sale are are not depreciated or amortised. Assets and liabilities classified as held for sale are presented separately as current items in the balance sheets.

**18. Leases:**

Leases Effective April 1, 2019, the Group has adopted Ind AS 116 "Leases" and applied to all lease contracts existing on the date of initial application, using the modified retrospective method along with transition option to recognise right-of-use assets (RoU) at an amount equal to the lease liability.

**Where the Group is lessor**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

The Group did not make any adjustments to the accounting for assets held as a lessor as a result of adopting the new lease standard.

**The Group as lessee**

The Group assesses whether a contract contains a lease, at inception of a contract. At the date of commencement of the lease, the Group recognises a 'right-of-use' asset and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

**Right-of-use asset are measured at cost comprising the following:**

- the amount of initial measurement of liability
- any lease payments made at or before the commencement date less the incentives received
- any initial direct costs, and
- restoration costs

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use asset are depreciated over the shorter of asset's useful life and the lease term on a straight-line basis. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**

Lease liabilities measured at amortised cost include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the rate of interest implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in the similar economic environment with similar terms, security and conditions.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract in accordance with Ind AS 116 and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets. Variable lease payments are recognised in the statement of profit and loss in the period in which the condition that triggers those payments that occur.

**19. Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**  
**Note 2 : Property, plant & equipments**

Particulars	Freehold Land	Factory Building	Office Premises	Plant & Machinery	Electrical Installation	Furniture	Motor Car	Computer Equipments	Office Equipments	Other Equipment	Q.C Equipments	Air Conditioner	Bus	Total
<b>Gross carrying amount as at April 01, 2021</b>	22,615.08	2,34,604.47	5,401.47	2,25,816.73	25,283.23	28,542.53	23,899.99	5,613.74	3,696.70	1,42,958.22	35,543.74	3,300.85	376.78	7,57,653.54
Additions	-	53,260.46	-	73,993.95	6,191.30	6,532.84	13,030.10	513.30	631.99	11,975.33	8,309.28	1,346.63	-	1,75,785.18
Disposals	-	-	-	-	-	-	(380.00)	-	-	-	-	-	-	(380.00)
Transferred to assets held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>22,615.08</b>	<b>2,87,864.93</b>	<b>5,401.47</b>	<b>2,99,810.69</b>	<b>31,474.53</b>	<b>35,075.37</b>	<b>36,550.10</b>	<b>6,127.04</b>	<b>4,328.69</b>	<b>1,54,933.55</b>	<b>43,853.02</b>	<b>4,647.48</b>	<b>376.78</b>	<b>9,33,058.72</b>
Additions	-	35,071.19	-	47,122.30	-	8,238.15	-	688.25	787.85	4,221.81	8,844.20	1,441.69	-	1,06,415.44
Disposals	-	-	-	(2,500.00)	-	-	-	-	-	-	-	-	-	(2,500.00)
Transferred to assets held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>22,615.08</b>	<b>3,22,936.11</b>	<b>5,401.47</b>	<b>3,44,432.99</b>	<b>31,474.53</b>	<b>43,313.52</b>	<b>36,550.10</b>	<b>6,815.30</b>	<b>5,116.54</b>	<b>1,59,155.37</b>	<b>52,697.22</b>	<b>6,089.17</b>	<b>376.78</b>	<b>10,36,974.16</b>
<b>Accumulated depreciation/Amortisation</b>														
<b>Balance as at April 01, 2021</b>	-	35,951.28	1,588.14	56,237.58	10,218.06	9,381.00	15,284.69	4,182.04	2,126.23	50,325.16	8,122.63	1,276.06	326.46	1,95,019.31
Depreciation/Amortisation charge for the year	-	9,545.17	372.93	20,062.50	2,568.77	3,021.16	2,707.16	726.44	665.70	12,563.55	2,829.45	289.89	-	55,352.73
Disposals	-	-	-	-	-	-	(361.00)	-	-	-	-	-	-	(361.00)
Transferred to assets held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2022</b>	-	<b>45,496.46</b>	<b>1,961.07</b>	<b>76,300.08</b>	<b>12,786.83</b>	<b>12,402.16</b>	<b>17,630.85</b>	<b>4,908.48</b>	<b>2,791.93</b>	<b>62,888.71</b>	<b>10,952.08</b>	<b>1,565.95</b>	<b>326.46</b>	<b>2,50,011.04</b>
Depreciation/Amortisation charge for the year	-	10,733.65	372.93	20,456.62	2,569.92	3,326.74	3,368.51	626.70	575.34	13,078.82	2,962.27	415.84	-	58,487.37
Disposals	-	-	-	(115.39)	-	-	-	-	-	-	-	-	-	(115.39)
Transferred to assets held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	-	<b>56,230.11</b>	<b>2,334.00</b>	<b>96,641.32</b>	<b>15,356.75</b>	<b>15,728.90</b>	<b>20,999.36</b>	<b>5,535.17</b>	<b>3,367.27</b>	<b>75,967.53</b>	<b>13,914.35</b>	<b>1,981.79</b>	<b>326.46</b>	<b>3,08,383.02</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>22,615.08</b>	<b>2,42,368.47</b>	<b>3,440.40</b>	<b>2,23,510.60</b>	<b>18,687.70</b>	<b>22,673.21</b>	<b>18,919.25</b>	<b>1,218.57</b>	<b>1,536.76</b>	<b>92,044.85</b>	<b>32,900.94</b>	<b>3,081.53</b>	<b>50.33</b>	<b>6,83,047.68</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>22,615.08</b>	<b>2,66,706.00</b>	<b>3,067.47</b>	<b>2,47,791.67</b>	<b>16,117.78</b>	<b>27,584.62</b>	<b>15,550.74</b>	<b>1,280.12</b>	<b>1,749.26</b>	<b>83,187.83</b>	<b>38,782.86</b>	<b>4,107.37</b>	<b>50.33</b>	<b>7,28,591.14</b>

**Note:**

1. Refer note no. 36 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

## Note 3 : Capital work-in-progress

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital work-in-progress	23,298.92	33,423.90
	<b>23,298.92</b>	<b>33,423.90</b>

## Capital work in progress ageing schedule for the year ended 31 March, 2023

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	23,298.92	-	-	-	23,298.92
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>23,298.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,298.92</b>

## Capital work in progress ageing schedule for the year ended 31 March 2022

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	33,423.90	-	-	-	33,423.90
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>33,423.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33,423.90</b>

## Note 4 : Intangible assets

Particulars	Software	Total
<b>Gross carrying amount</b>		
<b>Cost as at April 01, 2021</b>	<b>3,725.71</b>	<b>3,725.71</b>
Additions	180.00	180.00
Disposals	-	-
<b>Balance as at March 31, 2022</b>	<b>3,905.71</b>	<b>3,905.71</b>
Additions	2,018.87	2,018.87
Disposals	-	-
<b>Balance as at March 31, 2023</b>	<b>5,924.58</b>	<b>5,924.58</b>

## Accumulated depreciation/Amortisation

Particulars	Software	Total
<b>Balance as at April 01, 2021</b>	<b>2,313.52</b>	<b>2,313.52</b>
Depreciation/Amortisation charge for the year	676.68	676.68
Disposals	-	-
<b>Accumulated depreciation as at March 31, 2022</b>	<b>2,990.19</b>	<b>2,990.19</b>
Depreciation/Amortisation charge for the year	603.50	603.50
Disposals	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>3,593.69</b>	<b>3,593.69</b>

Net carrying amount as at March 31, 2022	915.52	915.52
Net carrying amount as at March 31, 2023	2,330.89	2,330.89



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 5 : Non-Current Investments**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Other Equity instruments, at fair value through profit &amp; loss</b>		
<b>Unquoted, fully paid-up</b>		
The Shamrao Vithal Co-op. Bank Ltd. (319 Shares of Rs. 25/- each)	7.98	7.98
Apna Sahakari Bank Ltd (40,000 Shares of Rs. 25/- each)	1,000.00	1,000.00
Maratha Sahakari Bank Ltd. (25,540 Shares of Rs. 25/- each)	638.50	638.50
Janaseva Sahakari Bank Borivali Ltd (20,000 Shares of Rs. 25/- each)	500.00	500.00
Shivalik Solid Waste Management Ltd (10,000 Shares of Rs. 10/- each)	100.00	100.00
Less: Provision for diminution in the value of investment	(638.50)	-
<b>Total</b>	<b>1,607.98</b>	<b>2,246.48</b>
Aggregate amount of Unquoted investments at cost	2,246.48	2,246.48
Provision for diminution in the value of investment	638.50	-

**Note 6 : Other financial assets (Non-Current)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, Considered good</b>		
Security Deposit	5,817.92	4,909.15
Provision for Gratuity	-	469.60
<b>Total</b>	<b>5,817.92</b>	<b>5,378.74</b>

**Note 7 : Other assets (Non-Current)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, Considered good</b>		
Capital Advance	41,306.27	26,449.22
<b>Total</b>	<b>41,306.27</b>	<b>26,449.22</b>

**Note 8 : Inventories**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(As taken, valued and certified by the Management)</b>		
<b>(Valued at Cost or Market value, whichever is lower)</b>		
Raw Material	94,917.45	79,161.63
Work in Progress	22,070.16	18,549.96
Finished Goods	17,118.23	16,906.29
Packing Material	58,530.86	62,679.53
Others	24,232.51	21,986.51
<b>Total</b>	<b>2,16,869.21</b>	<b>1,99,283.92</b>

Note: Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 9 : Trade Receivable**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Receivables - Unsecured ,Considered good	2,78,926.21	3,80,753.74
Receivables - credit impaired	40,718.47	40,651.14
Less : Allowance for expected credit loss	(40,718.47)	(40,651.14)
<b>Total</b>	<b>2,78,926.21</b>	<b>3,80,753.74</b>

**Trade receivable ageing schedule for the year ended on 31 March, 2023**

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	2,72,671.65	5,631.28	-	-	623.27	2,78,926.21
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit impaired	-	-	274.94	-	40,443.53	40,718.47
Disputed Trade Receivables - Considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
<b>Total</b>	<b>2,72,671.65</b>	<b>5,631.28</b>	<b>274.94</b>	<b>-</b>	<b>41,066.80</b>	<b>3,19,644.67</b>
Less : Allowance for expected credit loss			274.94	-	40,443.53	40,718.47
<b>Total trade receivable</b>	<b>2,72,671.65</b>	<b>5,631.28</b>	<b>-</b>	<b>-</b>	<b>623.27</b>	<b>2,78,926.21</b>

**Trade receivable ageing schedule for the year ended on 31 March, 2022**

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	3,78,481.31	708.44	785.72	359.00	419.27	3,80,753.74
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit impaired	-	-	229.23	442.73	39,979.17	40,651.14
Disputed Trade Receivables - Considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
<b>Total</b>	<b>3,78,481.31</b>	<b>708.44</b>	<b>1,014.95</b>	<b>801.74</b>	<b>40,398.44</b>	<b>4,21,404.88</b>
Less : Allowance for expected credit loss	-	-	229.23	442.73	39,979.17	40,651.14
<b>Total trade receivable</b>	<b>3,78,481.31</b>	<b>708.44</b>	<b>785.72</b>	<b>359.00</b>	<b>419.27</b>	<b>3,80,753.74</b>





**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 10 : Cash and Cash Equivalents**

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Cash on Hand	166.61	135.05
(b) Balance with Scheduled Banks - In Current Accounts	12,628.16	43,486.15
<b>Total</b>	<b>12,794.77</b>	<b>43,621.19</b>

**Note 11 : Bank balances other than cash & cash equivalents**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Balance with Scheduled Banks</b> - In Fixed Deposit Account (Lodged as margin money against bank guarantee)	15,014.99	14,188.65
<b>Total</b>	<b>15,014.99</b>	<b>14,188.65</b>

**Note 12 : Loans**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, considered good</b> Loans and Advances to Employees	4,266.91	4,750.33
<b>Total</b>	<b>4,266.91</b>	<b>4,750.33</b>

**Note 13 : Other current assets**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advances recoverable in cash or in kind or for value to be received	13,771.44	18,747.51
Advance to Supplier	835.49	1,155.34
<b>Balance with Government Authorities</b>		
Balance with GST	27,087.70	36,423.65
GST Refund Receivable	1,846.34	4,161.79
Sales Tax	-	-
<b>Total</b>	<b>43,540.97</b>	<b>60,488.28</b>

**Note 14 : Assets classified as held for sale**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Land	5,570.91	5,570.91
Other Property, Plant & Equipments	31,834.22	31,834.22
Less: Impairment of assets classified as held for sale	-	-
<b>Total</b>	<b>37,405.13</b>	<b>37,405.13</b>

**Note:**

The Company intends to dispose off its certain part of property, plant & equipment as it no longer intends to utilise in the next 12 months. It was previously used in its manufacturing facility at Silvassa.

An impairment loss has been recognised on reclassification of the Property, Plant & equipment as held for sale and the Company expects to realise fair value less cost to sell to be higher than carrying amount.

An active program to locate the buyer and to complete the sale has already been initiated.

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

## Note 15 : Share Capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Authorised:</b> 130,00,000 (130,00,000) Equity Shares of Rs. 10/- each	1,30,000.00	1,30,000.00
<b>Total</b>	<b>1,30,000.00</b>	<b>1,30,000.00</b>
<b>Issued, Subscribed and Paid up:</b> 1,14,85,616 (98,14,866 ) Equity Shares of Rs.10/- each fully paid up (of the above 53,04,866 shares of Rs. 10/- each were issue at the time of scheme of amalgamation)	1,14,856.16	98,148.66
<b>Total</b>	<b>1,14,856.16</b>	<b>98,148.66</b>
<b>(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :</b>		
Number of shares at the beginning of the year	98,14,866	85,04,866
Add: Issued during the year	16,70,750	13,10,000
Number of shares at the end of the year	<b>1,14,85,616</b>	<b>98,14,866</b>
(ii) On March 22, 2022, the Company allotted 29,80,750 Warrants convertible into 29,80,750 Equity shares at a price (including the warrant subscription price and the warrant exercise price) of Rs. 43.50/- each, aggregating up to Rs. 12,96,62,625/- on a preferential basis to Promoters of the Company (Preferential Issue). The Company received the subscription money of Rs. 3,24,15,657/- for allotment of 29,80,750 Warrants convertible into Equity Shares, being 25% of the Issue price of Rs. 43.50/- of the Warrants at Rs. 10.875/- per Warrant, towards the warrant subscription price. The entire proceeds have been utilised for the objects of the Preferential Issue.		
(iii) On March 30, 2022, the Company allotted 13,10,000 Equity Shares of face value of Rs. 10/- each fully paid up issued at a premium of Rs. 33.50/- per equity share to Promoters of the Company upon exercise of option of conversion of 13,10,000 Warrants by the Promoters. The Issue Price of the Warrant was Rs. 43.50/- per warrant of which 25% was paid by the Promoters on subscription of warrants on March 22, 2022 and the balance 75% i.e. Rs. 32.625/- per warrant being the Warrant Exercise Price was paid by the Promoters. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on March 30, 2022 from Rs. 8,50,48,660/- to Rs. 9,81,48,660/- comprising of 98,14,866 equity shares of face value of Rs. 10/- each and securities premium reserve by Rs. 4,38,85,000/-.		
(iv) On July 1, 2022, the Company allotted 16,70,750 Equity Shares of face value of Rs. 10/- each fully paid up issued at a premium of Rs. 33.50/- per equity share to Promoters of the Company upon exercise of option of conversion of 16,70,750 Warrants by the Promoters. The Issue Price of the Warrant was Rs. 43.50/- per warrant of which 25% was paid by the Promoters on subscription of warrants on March 22, 2022 and the balance 75% i.e. Rs. 32.625/- per warrant being the Warrant Exercise Price was paid by the Promoters. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on July 1, 2022 from Rs. 9,81,48,660/- to Rs. 11,48,56,160/- comprising of 1,14,85,616 equity shares of face value of Rs. 10/- each and securities premium reserve from Rs. 4,38,85,000/- to Rs. 9,98,55,125/-.		
<b>(v) Terms/rights attached to Equity Shares</b> The Company has only one class of equity shares having a par value of Rs. 10 per shares. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders		
<b>(vi) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	Nil	Nil



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**(vii) Details of Shares held by each shareholder holding more than 5% shares :**

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	%	No. of Shares	%
Baiju Shah	13,29,261	11.57%	8,90,261	9.07%
Binoy Shah	13,69,600	11.92%	13,69,600	13.95%
Ila Shah	13,61,872	11.86%	9,22,872	9.40%
Mihir Shah	11,41,250	9.94%	11,41,250	11.63%
Pragna Shah	10,66,137	9.28%	8,01,887	8.17%
Prakash Shah	12,01,676	10.46%	9,37,426	9.55%
Ami Shah	8,33,970	7.26%	5,69,720	5.80%

**(viii) Details of shares held by promoters**

**Shares held as at 31 March, 2023**

Name of Promoter	No of shares at beginning of the year	Change during the year	No of shares at end of the year	% of total shares
Baiju Shah	8,90,261	4,39,000	13,29,261	49.31%
Binoy Shah	13,69,600	-	13,69,600	-
Ila Shah	9,22,872	4,39,000	13,61,872	47.57%
Mihir Shah	11,41,250	-	11,41,250	-
Pragna Shah	8,01,887	2,64,250	10,66,137	32.95%
Prakash Shah	9,37,426	2,64,250	12,01,676	28.19%
Ami Shah	5,69,720	2,64,250	8,33,970	46.38%

**Shares held as at 31 March, 2022**

Name of Promoter	No of shares at beginning of the year	Change during the year	No of shares at end of the year	% of total shares
Baiju Shah	6,28,261	2,62,000	8,90,261	41.70%
Binoy Shah	13,69,600	-	13,69,600	-
Ila Shah	6,60,872	2,62,000	9,22,872	39.64%
Mihir Shah	11,41,250	-	11,41,250	-
Pragna Shah	5,39,887	2,62,000	8,01,887	48.53%
Prakash Shah	6,75,426	2,62,000	9,37,426	38.79%
Ami Shah	3,07,720	2,62,000	5,69,720	85.14%

**Note 16 : Reserves & Surplus**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Share Premium	99,855.13	43,885.00
Capital Reserve on Consolidation	1,622.61	1,622.61
General Reserve	63,665.78	63,665.78
Surplus in Statement of profit & loss	3,42,913.65	2,56,731.76
Accumulated other comprehensive income - Acturial Gains/(Losses)	(1,372.22)	(359.18)
Money Received Against Share Warrant	-	18,169.41
<b>Total</b>	<b>5,06,684.94</b>	<b>3,83,715.39</b>

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>A) Share Premium</b>		
Opening Balance	43,885.00	-
Add: Transferred on Issue of shares during the year	55,970.13	43,885.00
<b>Closing Balance</b>	<b>99,855.13</b>	<b>43,885.00</b>
<b>B) Capital Reserve on Consolidation</b>		
Opening Balance	1,622.61	1,622.61
Add: Transferred from surplus in Statement of Profit and Loss	-	-
<b>Closing Balance</b>	<b>1,622.61</b>	<b>1,622.61</b>
<b>C) General Reserve Account</b>		
Opening Balance	63,665.78	63,665.78
Add: Transferred from surplus in Statement of Profit and Loss	-	-
<b>Closing Balance</b>	<b>63,665.78</b>	<b>63,665.78</b>
<b>D) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	2,56,731.76	1,74,303.26
Add/(Less): profit/(loss) for the year	86,181.88	82,428.50
Add/(Less): Amortisation of land transfer to asset held for disposal	-	-
<b>Closing Balance</b>	<b>3,42,913.65</b>	<b>2,56,731.76</b>
<b>E) Other Comprehensive income</b>		
Opening Balance	(359.18)	796.43
Add/(Less): for the year	(1,013.04)	(1,155.61)
Closing balance	(1,372.22)	(359.18)
<b>F) Money Received Against Share Warrant</b>		
Opening Balance	18,169.41	-
Add: Amount Received during the year	54,508.22	75,154.41
Less : Transferred on Issue of shares during the year	(72,677.63)	(56,985.00)
<b>Closing Balance</b>	<b>-</b>	<b>18,169.41</b>
<b>Total</b>	<b>5,06,684.94</b>	<b>3,83,715.39</b>

**Note 17 : Borrowings**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Secured</b>		
<b>Term Loans</b>		
- from Banks	1,13,816.93	1,64,918.27
<b>Car Loans</b>		
- From Banks	6,420.93	9,187.93
<b>Total</b>	<b>1,20,237.86</b>	<b>1,74,106.20</b>

**Terms and Conditions**

- The term loan is secured by way of secured mortgage of office premises situated at Building No 8, Jogani Industrial Complex, Chunabhatti, Mumbai and equitable mortgage of Land, Building located at Plot No. 182, Village Gurumajra, Tehsil Nalagarh, Dist. Solan, Himachal Pradesh and other immovable & Hypothecation of movable machineries and personal guarantee by the directors.
- All the vehicle loans are secured by way of Hypothecation of respective vehicle.



Notes to Consolidated Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

c) Repayment Profile of Term Loans is as set out below:

Rate of Interest (%)	Bank/Loan	Nature of Loan	Banlance No of Installments	Installments ending on
10.25%	Apna Sahakari Bank Ltd	Term Loan	19	October 2024
10.25%	Apna Sahakari Bank Ltd	Term Loan	53	August 2027
10.20%	Kotak Mahindra Bank Ltd	Term Loan	60	March 2028
9.95%	Kotak Mahindra Bank Ltd	WCTL	24	July 2025
9.95%	Kotak Mahindra Bank Ltd	WCTL	24	December 2025
8.20%	HDFC Bank Ltd	Car Loan	27	June 2025
9.00%	HDFC Bank Ltd	Car Loan	16	July 2024
7.40%	HDFC Bank Ltd	Car Loan	53	August 26
7.10%	HDFC Bank Ltd	Car Loan	44	November 2026
7.40%	HDFC Bank Ltd	Car Loan	41	August 2026

Note 18 - Provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	2,503.65	2,344.77
Provision for Leave Encashment	2,578.66	2,400.09
<b>Total</b>	<b>5,082.31</b>	<b>4,744.86</b>

Note 19 : Short Term Borrowing

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Secured</b>		
<b>Working Capital Facility</b>		
- From banks	1,06,986.80	1,00,658.66
Current Maturities of Long Term Debts	56,020.94	53,618.77
<b>Unsecured</b>		
<b>From Related Parties</b>		
From Directors , Payable on demand	2,25,754.48	3,26,302.49
<b>Total</b>	<b>3,88,762.23</b>	<b>4,80,579.91</b>

(Working Capital facility from Banks is secured by way of Hypothecation of stocks, book debts and entire current assets of the company. The facility is further secured by pari passu charge on fixed assets and personal guarantee of all the Directors of the company.)

Note 20 : Trade Payables

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Trade Payables:</b>		
Total outstanding dues of micro enterprises and small enterprises*	51,005.23	1,21,836.88
Total outstanding dues of creditors other than micro enterprises and small enterprises	96,629.65	98,941.67
<b>Total</b>	<b>1,47,634.88</b>	<b>2,20,778.55</b>

\*The Management has identified enterrprises which have provided goods and services to the Company and which qualify under the definition of micro and small medium Enterprises Development Act, 2006. accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2023 and March 31, 2022 has been made in the financial statements based on the information received and available with the Company.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year/ period: Principal Interest	51,005.23 -	1,21,836.88 -
<b>Total</b>	<b>51,005.23</b>	<b>1,21,836.88</b>
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

**Trade payables ageing schedule for the year ended on 31 March, 2023**

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	30,454.07	20,551.16	-	-	-	51,005.23
Others	45,844.71	47,661.98	478.66	1,227.64	1,416.66	96,629.65
<b>Total</b>	<b>76,298.77</b>	<b>68,213.14</b>	<b>478.66</b>	<b>1,227.64</b>	<b>1,416.66</b>	<b>1,47,634.88</b>

**Trade payables ageing schedule for the year ended on 31 March, 2022**

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	50,625.80	71,211.08	-	-	-	1,21,836.88
Others	67,658.22	28,325.54	1,227.64	-	1,730.26	98,941.67
<b>Total</b>	<b>1,18,284.02</b>	<b>99,536.63</b>	<b>1,227.64</b>	<b>-</b>	<b>1,730.26</b>	<b>2,20,778.55</b>



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**Note 21 : Other Financial Liabilities**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest Accrued But Not Due	485.87	1,468.88
Sundry Creditors for Expenses	74,748.64	88,022.15
<b>Total</b>	<b>75,234.50</b>	<b>89,491.03</b>

**Note 22 - Other current liabilities**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Remittances	6,100.80	7,982.33
Advances from Customers	1,815.02	48.10
<b>Total</b>	<b>7,915.82</b>	<b>8,030.42</b>

**Note 23 - Short-Term Provision**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for gratuity	1,875.36	669.72
Provision for leave encashment	444.44	240.72
<b>Total</b>	<b>2,319.81</b>	<b>910.44</b>

**Note 24 : Revenue from Operations**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Goods	13,22,223.95	12,87,872.95
Sale of Services - Labour Charges	3,53,844.80	3,42,443.67
<b>Total</b>	<b>16,76,068.75</b>	<b>16,30,316.62</b>

**Note 25 : Other Income**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Dividend	20.00	15.00
Interest Received on FDR	1,106.10	887.00
Interest on Income Tax Refund	413.36	655.94
Interest on VAT Refund	-	7.35
Duty Drawback Received	1,331.04	632.60
Exchange Gain	3,727.51	821.71
Profit on sale of asset	115.39	31.00
Rent Received	180.00	180.00
Interest from security deposit	101.53	66.62
Interest on Hundi Interest	727.56	-
<b>Total</b>	<b>7,722.48</b>	<b>3,297.22</b>

Notes to Consolidated Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

**Note 26 : Cost of Material Consumed**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(A) Raw Materials Consumed :</b>		
Opening Stock	1,41,841.16	75,619.58
Add:- Purchases during the year	8,98,085.69	9,77,523.37
	<b>10,39,926.85</b>	<b>10,53,142.95</b>
Less: Closing Stock	1,53,448.31	1,41,841.16
<b>Total</b>	<b>8,86,478.54</b>	<b>9,11,301.79</b>

**Note 27 : Purchase of Stock in Trade**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock of Finished Goods Traded	3,993.57	-
Add: Purchases during the year	5,395.02	5,704.59
	<b>9,388.59</b>	<b>5,704.59</b>
Less: Closing Stock of Finished Goods Traded	2,388.43	3,993.57
<b>Total</b>	<b>7,000.15</b>	<b>1,711.03</b>

**Note 28 : Changes In Inventories**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(a) At the beginning of the period</b>		
(i) Finished Goods	12,912.72	5,943.32
(ii) Work in Progress	18,549.96	8,941.51
<b>(b) At the end of the period</b>		
(i) Finished Goods	14,729.80	12,912.72
(ii) Work in Progress	22,070.16	18,549.96
<b>Total</b>	<b>(5,337.28)</b>	<b>(16,577.86)</b>

**Note 29 : Employes Benefits Expenses**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and Wages	1,74,504.23	1,53,330.70
Bonus & Exgratia	8,222.63	6,218.06
Staff Welfare Expenses	4,984.14	3,142.00
Gratuity Paid	1,930.34	2,023.62
Employer's Contribution to Provident Fund	8,159.89	7,040.89
Contribution to ESIC	1,654.23	1,657.27
Leave encashment	1,075.15	885.21
<b>Total</b>	<b>2,00,530.60</b>	<b>1,74,297.74</b>





Notes to Consolidated Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

**Note 30 : Finance Cost**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Bank Charges & Commission	541.73	610.53
Interest Paid to Bank - Working Capital	9,036.03	7,989.56
Interest Paid to Bank - Term Loan	18,735.46	18,543.16
Interest on Vehicle Loan	785.77	504.33
Interest to Others	1,247.01	2,894.20
Interest expenses on unwinding of discounts	54.57	39.55
Interest paid on unsecured loans	18,084.02	21,299.11
Interest on leased assets	1,025.00	422.18
<b>Total</b>	<b>49,509.59</b>	<b>52,302.63</b>

**Note 31: Depreciation and amortization expense**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on property, plant and equipment	58,487.37	55,352.73
Amortisation of intangible assets	603.50	676.68
Amortisation of Right to use of lease assets	6,199.86	2,625.78
<b>Total</b>	<b>65,290.72</b>	<b>58,655.19</b>

**Note 32 : Other Expenses**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(A) Manufacturing Expenses</b>		
Analytical Charges, Chemical & Glassware Consumed	18,692.92	18,627.56
Consumable & Stores	8,300.40	8,591.83
Power & Fuel Consumed	52,821.30	51,497.18
Factory Expenses	9,337.08	6,967.76
Freight & Octroi	9,974.14	14,102.00
Loading Unloading & Packing Charges	1,19,605.84	1,01,669.60
License Fees	403.20	639.92
Job Work Charges Paid	3,115.87	4,258.38
Repair & Maintenance		
-Plant & Machinery	17,133.66	19,448.37
-Building	15,598.60	7,493.25
-Other	13,465.59	14,556.08
Security Charges	6,719.46	5,815.26
Pollution Control Expenses	60.00	60.00
	<b>2,75,228.06</b>	<b>2,53,727.19</b>
<b>(B) Selling and Distribution Expenses</b>		
Sales Promotion Expenses	2,761.36	4,261.47
Advertisement Expenses	146.91	154.16
Commission on Sale	51.17	110.00
CHA Charges	1,910.98	918.52
Freight & Octroi (Export & Outward)	12,340.23	12,922.25
Export Insurance	126.02	54.47
Export Expenses	3.88	-
Product Dev & Registration	2,059.88	2,788.23
Travelling Expenses	6,823.44	3,870.34
	<b>26,223.87</b>	<b>25,079.43</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

## Note 32 : Other Expenses (Contd.)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(C) Administrative and General Expenses</b>		
Rent Rates & Taxes	7,650.33	7,252.45
Insurance	6,438.44	5,805.10
Legal & Professional Fees	21,787.38	16,534.88
Payment to Auditors		
<b>As auditor :</b>		
- Statutory and Tax audit fees	1,000.00	600.00
<b>In other capacity:</b>		
- Taxation Matters	-	-
- Other matters	60.00	40.00
ROC Filing Fees	12.10	315.40
Office Expenses	368.36	614.10
Conveyance	2,966.62	2,703.76
Sundry Balances W/off	2,275.69	487.28
Printing & Stationery	2,806.02	974.84
Telephone Expenses	800.50	695.65
Postage & Courier	827.76	974.02
Donation	256.00	1,025.00
Motor Car Expenses	4,744.05	4,584.12
Electricity Charges	890.90	882.00
Membership & subscription	234.59	196.27
Other Expenses	1,945.61	2,071.07
Listing Fees	300.00	480.00
Corporate Social Responsibility Expenses	-	3,000.00
Expected credit losses	67.33	1,238.38
Loss on Impairment of Investment	638.50	-
	<b>56,070.17</b>	<b>50,474.32</b>
<b>Total</b>	<b>3,57,522.09</b>	<b>3,29,280.94</b>

## 33 Income taxes

## (a) Tax expense recognised in the Statement of profit and loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current tax</b>		
Current year	30,400.00	26,700.00
Short Provision for Tax for earlier years	(1,908.41)	1.00
<b>Total current tax</b>	<b>28,491.60</b>	<b>26,701.00</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary difference	7,974.77	13,358.55
Total deferred income tax expense/(credit)	7,974.77	13,358.55
<b>Total income tax expense/(credit)</b>	<b>36,466.36</b>	<b>40,059.55</b>



Notes to Consolidated Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

**(b) Reconciliation of effective tax rate**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit /(loss) before taxation	1,22,642.39	1,22,642.39
Enacted income tax rate in India	25.17%	25.17%
Tax at the enacted income tax rate	30,866.64	30,866.64
<b>Reconciliation line items:</b>		
Tax rate difference for subsidiary	2,825.11	3,045.67
Tax credit not recognised	-	-
Tax pertaining to Earlier Years	(1,908.41)	1.00
Others	4,683.02	6,146.24
<b>Tax expense/ (credit)</b>	<b>36,466.36</b>	<b>40,059.55</b>

**(c) The movement in deferred tax assets and liabilities during the year ended March 31, 2023 and March 31, 2022:**

Particulars	As at April 01, 2022	Credit/ (charge) in Statement of profit and loss	As at March 31, 2023
<b>Deferred tax assets (liabilities)</b>			
On losses and unabsorbed depreciation	17,025.97	(3,963.03)	13,062.93
On Account of Depreciation	(49,996.48)	(4,937.06)	(54,933.54)
On expenses allowable on payment basis	1,302.69	1,291.25	2,593.93
	<b>(31,667.83)</b>	<b>(7,608.85)</b>	<b>(39,276.68)</b>

Particulars	As at April 01, 2021	Credit/ (charge) in Statement of profit and loss	As at March 31, 2022
<b>Deferred tax assets (liabilities)</b>			
On losses and unabsorbed depreciation	24,211.52	(7,185.55)	17,025.97
On Account of Depreciation	(43,244.33)	(6,752.16)	(49,996.48)
On expenses allowable on payment basis	287.92	1,014.77	1,302.69
	<b>(18,744.89)</b>	<b>(12,922.93)</b>	<b>(31,667.83)</b>

**34 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"**

- i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

The disclosure in respect of the defined Gratuity Plan are given below:

**A. Balance Sheet**

Particulars	Defined benefit plans	
	As at March 31, 2023	As at March 31, 2022
Present value of plan liabilities	11,360.91	9,801.67
Fair value of plan assets	6,981.90	7,256.78
<b>Asset/(Liability) recognised</b>	<b>4,379.02</b>	<b>2,544.89</b>

**B. Movements in plan assets and plan liabilities**

Particulars	Present value of obligations	Fair Value of Plan assets
<b>As at 1st April 2022</b>	<b>9,801.67</b>	<b>7,256.78</b>
Current service cost	2,156.12	-
Past service cost	-	-
Interest Cost/(Income)	629.13	525.77
Return on plan assets excluding amounts included in net finance income/cost	-	(459.54)
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(232.91)	-
Actuarial (gain)/loss arising from experience adjustments	1,088.41	-
Employer contributions	-	1,658.14
Other (Employee Contribution, Taxes, Expenses)	(7.94)	(7.94)
Benefit payments	(2,073.58)	(1,991.32)
<b>As at 31st March 2023</b>	<b>11,360.91</b>	<b>6,981.90</b>

Particulars	Present value of obligations	Fair Value of Plan assets
<b>As at 1st April 2021</b>	<b>8,034.68</b>	<b>5,850.76</b>
Current service cost	1,911.63	-
Past service cost	-	-
Interest Cost/Income	521.98	455.39
Return on plan assets excluding amounts included in net finance income/cost	-	17.26
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(367.76)	-
Actuarial (gain)/loss arising from experience adjustments	471.76	-
Employer contributions	-	1,033.43
Benefit payments	(770.62)	(100.06)
<b>As at 31st March 2022</b>	<b>9,801.67</b>	<b>7,256.78</b>



Notes to Consolidated Financial Statements for the year ended 31st March, 2023  
(All amounts in ₹ '000, unless otherwise stated)

C. Statement of Profit and Loss

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Employee Benefit Expenses:</b>		
Current service cost	2,156.12	1,911.63
Interest cost/(income)	103.36	66.59
<b>Total amount recognised in Statement of Profit &amp; Loss</b>	<b>2,259.48</b>	<b>1,978.22</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Return on plan assets excluding amounts included in net finance income/(cost)	459.54	(17.26)
Actuarial gains/(losses) arising from changes in Demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	(232.91)	(367.76)
Experience gains/(losses)	1,088.41	471.76
<b>Total amount recognised in Other Comprehensive Income</b>	<b>1,315.04</b>	<b>86.75</b>

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at March 31, 2023	As at March 31, 2022
<b>Financial Assumptions</b>		
Discount rate	7.34%	7.02%
Salary Escalation Rate	5.00%	5.00%

E. Major categories of plan assets of the fair value of the total plan assets are as follows:

	As at March 31, 2023	As at March 31, 2022
Insurance policies	100%	100%

F. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1.00%	10,289.02	12,639.46
Salary Escalation Rate	1.00%	12,712.39	10,209.66

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**G. The defined benefit obligations shall mature after year end 31st March, 2023 as follows:**

Year ending March 31, 2023	Defined benefit obligation
2024	1,875.36
2025	520.82
2026	432.98
2027	715.73
2028	685.78
Thereafter	3,032.27

The weighted average duration of the defined benefit obligation is 15.58

**35 Contingent liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Claims against the Company not acknowledged as debts</b>		
(i) Guarantees given by banks	1,000.00	1,000.00
(ii) liabilities that may arise in respect of disputed matters in relation to		
- Excise duty	6,317.00	6,317.00
- Goods and Service Tax	2,091.33	2,091.33
- Service Tax	1,554.60	1,554.60
- Transfer of Lease Rights for plots situated at Silvassa	16,464.95	16,464.95
(iii) Others	-	-
	<b>27,427.88</b>	<b>27,427.88</b>

Note: - The Group's pending litigations comprise of claims against the Group and proceedings pending with tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its consolidated financial statements.

**36 Commitments**

Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for as on 31st March, 2023 was Rs 47 Lacs (Previous Year Rs 313 Lacs )

**37 Earning Per share**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax available for equity shareholders	86,330.45	82,582.84
Weighted average number of equity shares	1,10,69,073	85,12,044
Nominal value of equity shares	10	10
Basic and diluted Earning Per Share (in Rs)	7.80	9.70

**38 Net debt reconciliations**

Particulars	As at March 31, 2023	As at March 31, 2022
Non-Current borrowings	1,20,237.86	1,74,106.20
Current borrowings (including current maturities)	3,88,762.23	4,80,579.91
	<b>5,09,000.09</b>	<b>6,54,686.11</b>

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

Changes in liability arising from financing activities	For the year ended March 31, 2023
Net debt as at April 01, 2022	6,54,686.11
Cash flows	(1,45,740.59)
Unwinding of discounts on Interest free loan	54.57
Borrowing cost	-
<b>Net debt as at March 31, 2023</b>	<b>5,09,000.09</b>

### 39 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values: 1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments. 2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

#### As at 31st March, 2023

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
<b>Financial Assets</b>					
Investments	-	-	1,607.98	1,607.98	1,607.98
Trade receivables	-	-	2,78,926.21	2,78,926.21	2,78,926.21
Cash and cash equivalents	-	-	12,794.77	12,794.77	12,794.77
Other bank balances	-	-	15,014.99	15,014.99	15,014.99
Loans	-	-	4,266.91	4,266.91	4,266.91
Other financial assets	-	-	5,817.92	5,817.92	5,817.92
<b>Total</b>	-	-	<b>3,18,428.78</b>	<b>3,18,428.78</b>	<b>3,18,428.78</b>
<b>Financial liabilities</b>					
Borrowings	-	-	5,09,000.09	5,09,000.09	5,09,000.09
Trade payables	-	-	1,47,634.88	1,47,634.88	1,47,634.88
Others	-	-	75,234.50	75,234.50	75,234.50
<b>Total</b>	-	-	<b>7,31,869.47</b>	<b>7,31,869.47</b>	<b>7,31,869.47</b>

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

As at March 31, 2022

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
<b>Financial Assets</b>					
Investments	-	-	2,246.48	2,246.48	2,246.48
Trade receivables	-	-	3,80,753.74	3,80,753.74	3,80,753.74
Cash and cash equivalents	-	-	43,621.19	43,621.19	43,621.19
Other bank balances	-	-	14,188.65	14,188.65	14,188.65
Loans	-	-	4,750.33	4,750.33	4,750.33
Other financial assets	-	-	5,378.74	5,378.74	5,378.74
<b>Total</b>	-	-	<b>4,50,939.13</b>	<b>4,50,939.13</b>	<b>4,50,939.13</b>
<b>Financial liabilities</b>					
Borrowings	-	-	6,54,686.11	6,54,686.11	6,54,686.11
Trade payables	-	-	2,20,778.55	2,20,778.55	2,20,778.55
Others	-	-	89,491.03	89,491.03	89,491.03
<b>Total</b>	-	-	<b>9,64,955.69</b>	<b>9,64,955.69</b>	<b>9,64,955.69</b>

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

#### 40 Financial risk factors

The Group's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Group's operations and to provide to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

##### (a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**(i) The following is the contractual maturities of the financial liabilities:**

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
<b>As at 31st March, 2023</b>				
Non-derivative liabilities				
Borrowings	5,09,000.09	2,25,754.48	1,63,007.75	1,20,237.86
Trade payables	1,47,634.88	-	1,47,634.88	-
Other financial liabilities	75,234.50	-	75,234.50	-
	<b>7,31,869.47</b>	<b>2,25,754.48</b>	<b>3,85,877.13</b>	<b>1,20,237.86</b>
<b>As at 31st March, 2022</b>				
Non-derivative liabilities				
Borrowings	6,54,686.11	3,26,302.49	1,54,277.43	1,74,106.20
Trade payables	2,20,778.55	-	2,20,778.55	-
Other financial liabilities	89,491.03	-	89,491.03	-
	<b>9,64,955.69</b>	<b>3,26,302.49</b>	<b>4,64,547.01</b>	<b>1,74,106.20</b>

**(b) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

**(i) Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

**Unhedged Foreign currency exposure**

Particulars	Trade receivables	
	In Foreign Currency	In INR
<b>As at 31st March, 2023</b>		
- USD in '000	55.95	4,608.63
<b>As at 31st March, 2022</b>		
- USD in '000	112.12	8,542.05

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to Interest rate risk	As at March 31, 2023	As at March 31, 2022
Total borrowings	5,09,000.09	6,54,686.11
% of Borrowings out of above bearing variable rate of interest	55.65%	50.16%

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

**Interest rate sensitivity**

A change of 50 bps in interest rates would have following Impact on profit before tax:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
50 bp increase would decrease the profit before tax by	1,416.23	1,641.92
50 bp decrease would increase the profit before tax by	(1,416.23)	(1,641.92)

**(c) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Exposure to the Credit risks	As at March 31, 2023	As at March 31, 2022
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL) - Trade Receivables	2,78,926.21	3,80,753.74

**Trade and other receivables**

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty

**Ageing of the accounts receivables**

	As at March 31, 2023	As at March 31, 2022
< 180 days	2,72,671.65	3,78,481.31
> 180 days	6,254.55	2,272.43
	<b>2,78,926.21</b>	<b>3,80,753.74</b>



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

**41 (a) Financial risk factors**

**Capital risk management**

The Parent Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Parent Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

**The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.**

	As at March 31, 2023	As at March 31, 2022
<b>Total equity</b>	<b>6,21,541.10</b>	<b>4,81,864.05</b>
Net debt (Total borrowings less cash and cash equivalents)	4,96,205.32	6,11,064.92
Total capital (Borrowings and Equity)	11,17,746.42	10,92,928.96
<b>Gearing ratio</b>	<b>44.39%</b>	<b>55.91%</b>

**(b) Dividends**

The Group follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Company dividend policy.

**42 Segment Reporting**

The Group's Board of Directors consisting of Managing Director has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Group's performance and allocated the resources based on an analysis of various performance indicators. The Company is primarily engaged in the business of Manufacture of Pharmaceuticals, Medicinal products and the management considers these business activities as a single reportable segment.

**43 Related party disclosure under Ind AS 24**

Name of related parties and description of relationship

- (a) Key managerial personnel
  - Mr. Prakash M. Shah, Director
  - Mr. Baiju M. Shah, Director
  - Mrs. Ami M. Shah, Director
- (b) Relative of key managerial personnel
  - Mr. Binoy B. Shah, Son of Mr. Baiju M. Shah
  - Mr. Mihir P. Shah, Son of Mr. Prakash M. Shah
  - Mrs. Niyoshi B. Shah Wife of Mr. Binoy B. Shah
- (c) Concern in which KMP and/or Relatives of KMP is interested
  - M/s Naxpar Health Concepts Pvt. Ltd.
  - M/s. Novomed Pharma Pvt. Ltd.
  - M/s. Naxpar Medicamentos LLP
  - M/s. Naxpar Pharma FZ LLC
  - M/s. Abpar Pvt Ltd

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

**Transactions with Related parties**

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Sale of Material</b>		
Naxpar Health Concepts Pvt. Ltd.	6,421.54	4,979.94
Naxpar Medicamentos LLP	12.91	2,106.00
Naxpar Pharma FZ LLC	848.35	197.56
<b>Purchase of Material</b>		
Naxpar Health Concepts Pvt. Ltd.	4,109.59	2,647.21
Abpar Pvt Ltd	1.15	-
<b>Salary Paid to Key Management Personnel &amp; their Relatives</b>		
Mr. Prakash M. Shah	5,400.00	5,400.00
Mr. Baiju M. Shah	5,400.00	5,400.00
Mr. Mihir P. Shah	6,000.00	6,000.00
Mr. Binoy Shah	6,000.00	6,000.00
<b>Interest Paid on Loan</b>		
Mrs. Ami M. Shah	-	4,416.81
Mr. Mihir P. Shah	10,622.71	9,553.25
Mr. Baiju M. Shah	7,461.31	7,329.06
<b>Rent Received</b>		
Naxpar Medicamentos LLP	180.00	180.00
<b>Rent Paid</b>		
Mr. Mihir P. Shah	198.00	198.00
Mrs. Ami M. Shah	240.00	480.00
Mrs. Niyoshi B. Shah	240.00	480.00
<b>Loan Taken</b>		
Mr. Mihir P. Shah	14,500.00	33,026.33
Mr. Baiju M. Shah	15,250.00	57,400.00
<b>Loan Repaid</b>		
Mr. Mihir P. Shah	28,698.16	21,965.00
Mr. Baiju M. Shah	59,055.42	33,834.22
Mrs. Ami M. Shah	55,778.24	7,200.00
Mr. Prakash M. Shah	3,041.75	8,660.00
<b>Deposit refunded</b>		
Mrs. Ami M. Shah	100.00	-



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
**(All amounts in ₹ '000, unless otherwise stated)**

**Balances as at**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Salary Payable</b>		
Mr. Prakash M. Shah	422.83	1,551.66
Mr. Baiju M. Shah	16.23	868.98
Mr. Mihir P. Shah	34.09	800.15
Mr. Binoy Shah	-	2,556.17
<b>Unsecured loan from KMP</b>		
Mr. Prakash M. Shah	-	3,041.75
Mr. Baiju M. Shah	93,028.67	1,30,118.91
Mrs. Ami M. Shah	-	55,778.24
Mr. Mihir P. Shah	1,32,725.81	1,37,363.59
<b>Payable to Concern in which KMP and/or Relatives of KMP is interested</b>		
Naxpar Health Concepts Pvt. Ltd.	-	121.72
Abpar Pvt Ltd	1.29	-
<b>Receivable from Concern in which KMP and/or Relatives of KMP is interested</b>		
Naxpar Health Concepts Pvt. Ltd.	1,237.49	2,024.16
Naxpar Medicamentos LLP	-	2,594.52
Naxpar Pharma FZ LLC	-	1,083.84
<b>Deposit received from concern in which KMP and/or Relatives of KMP is interested</b>		
Naxpar Medicamentos LLP	30.00	30.00
<b>Payable to Key Management Personnel &amp; their Relatives</b>		
Mr. Mihir P. Shah	-	396.00
Mr. Binoy Shah	-	538.81
Mrs. Ami M. Shah	-	36.00
Mrs. Niyoshi B. Shah	-	118.80
<b>Deposit with Key Management Personnel &amp; their Relatives</b>		
Mrs. Ami M. Shah	200.00	300.00
Mrs. Niyoshi B. Shah	200.00	200.00

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023**  
(All amounts in ₹ '000, unless otherwise stated)

**44 Leases**

**The Company as a Lessee**

The Company's leases primarily consists of leases for land and buildings and offices and equipment. Generally, the contracts are made for fixed periods and does not have a purchase option at the end of the lease term. In a case where the Company has purchase option, the option is exercisable at nominal value and the Company's obligations are secured by the lessor's title to the leased assets for such leases.

**(i) Amounts recognised in the Balance Sheet**

The balance sheet shows the following amounts relating to the leases:

	As at March 31, 2023	As at March 31, 2022
<b>Right-of-use assets</b>		
Land	37,141.05	35,513.07
Total	37,141.05	35,513.07
<b>Leases Liabilities</b>		
Current	5,083.39	4,485.89
Non Current	33,107.52	31,561.50
<b>Total</b>	<b>38,190.91</b>	<b>36,047.39</b>

**Maturity analysis of lease liabilities**

	As at March 31, 2023	As at March 31, 2022
Within one year	5,083.39	4,485.89
Later than one year but within five years	7,611.20	5,685.18
Later than five year	25,496.32	25,876.31
<b>Total</b>	<b>38,190.91</b>	<b>36,047.39</b>

**(ii) Amounts recognised in the Statement of Profit & Loss**

	Note No.	As at March 31, 2023	As at March 31, 2022
Depreciation charge of right of use assets	31	6,199.86	2,625.78
Interest expense on lease liabilities (included in finance cost)	30	1,025.00	422.18
Expense relating to short term and low value leases (included in other expense)	32	6,773.30	6,932.09

**(iii) Extension and termination option ,**

Extension and termination options are included in various property leases executed by the company. These are used to maximise operational flexibility in terms of managing the assets used in company's operations. Generally, these options are exercisable mutually by both the lessor and the lessee.

**45 Details of Benami Property Held**

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**46 Relationship with Struck off Companies**

The Company have not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.



## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

(All amounts in ₹ '000, unless otherwise stated)

### 47 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

### 48 Utilisation of Borrowed funds and share premium

The Company have not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company have also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### 49 Undisclosed income

The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

### 50 Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

### 51 Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended 31 March 2023 and 31 March 2022.

### 52 Compliance with approved Scheme(s) of Arrangements

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and / or Shareholders of the Company or competent authority during the year ended 31 March 2023 and 31 March 2022 or in earlier years.

### 53 Event after reporting date

There have been no events after the reporting date.

### 54 Recent accounting and other pronouncements :

#### **New Standards issued or amendments to the existing standard but not yet effective :**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- (a) Ind AS 1 - Presentation of Financial Statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.
- (b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.
- (c) Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

**Notes to Consolidated Financial Statements for the year ended 31st March, 2023****(All amounts in ₹ '000, unless otherwise stated)**

55 The Group is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

56 For disclosures mandated by Schedule III of Companies Act, 2013, by way of additional information

Particulars	Parent Company	Subsidiary	Total
<b>Net assets i.e. total assets - total liabilities</b>			
Amount	1,93,541.74	4,29,066.14	6,22,607.87
As a % of Consolidated net assets	31.09%	68.91%	100%
<b>Share in Profit &amp; Loss</b>			
Amount	12,046.39	74,284.06	86,330.45
As a % of Consolidated Profit & loss	13.95%	86.05%	100%
<b>Share in Other Comprehensive Income</b>			
Amount	(507.67)	(506.38)	(1,014.06)
As a % of Consolidated other comprehensive income	50.06%	49.94%	100%
<b>Share in Total Comprehensive Income</b>			
Amount	11,538.72	73,777.67	85,316.39
As a % of total Comprehensive income	13.52%	86.48%	100%

57 The consolidated financial statements were approved for issue by the Board of Directors on May 30, 2023.

58 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

As per our report of even date

For C. N. Patel & Co.  
Chartered Accountants  
Firm's Registration No : 112552W

Sd/-

CA Manish Mandhana  
Partner  
M. No. 112026  
UDIN : 23112026BGVHBT4835  
Place : Mumbai  
Date: 30<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
of Parnax Lab Ltd.

Sd/-

Prakash M. Shah  
Director & CEO  
DIN 00440980

Sd/-

Baiju M. Shah  
Managing Director & CFO  
DIN 00440806

Sd/-

Preet Kukreja  
Company Secretary





## FORM NO SH-13

**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,  
**PARNAX LAB LIMITED.**  
 Gala No. 114, Bldg. No. 8,  
 Jogani Industrial Complex,  
 Chunabhatti,  
 Mumbai-400022.  
 Dist. Mumbai

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

**(2) PARTICULARS OF NOMINEE/S -**

- a) Name :
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id:
- h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR -**

- a) Date of Birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder(s): \_\_\_\_\_

Signature \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_



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# **Parnax Lab Limited**

**Regd office:** 114, Bldg no. 8, Jogani Industrial Complex,  
Chunabhatti, Mumbai - 400022